

## MORRISON &amp; FOERSTER LLP

1290 Avenue of the Americas

New York, New York 10104

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

Gary S. Lee

Joel C. Haims

*Counsel to the Debtors and Debtors in Possession**With Respect to Allstate Insurance Company and affiliated entities,  
and National Credit Union Administration Board*

## CURTIS, MALLET-PREVOST, COLT &amp; MOSLE LLP

101 Park Avenue

New York, New York 10178-0061

Telephone: (212) 696-6000

Facsimile: (212) 697-1559

Steven J. Reisman

Theresa A. Foudy

Maryann Gallagher

*Conflicts Counsel to Debtors and Debtors in Possession***UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
	)	

---

**DECLARATION OF TAMMY HAMZEPOUR IN SUPPORT OF THE DEBTORS'  
OPPOSITION TO MOTION OF AIG ASSET MANAGEMENT (U.S.), LLC, THE  
ALLSTATE ENTITIES, MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY  
AND THE PRUDENTIAL ENTITIES FOR AN ORDER UNDER BANKRUPTCY RULE  
3013 CONCERNING SUBORDINATION OF INVESTORS' SECURITIES CLAIMS**

Tammy Hamzehpour, pursuant to 28 U.S.C. § 1746, hereby declares under penalty of perjury that the following is true and correct:

1. I am the General Counsel for Residential Capital, LLC, a debtor and debtor in possession in the above-captioned chapter 11 cases (these “Chapter 11 Cases”), a limited liability company organized under the laws of the state of Delaware and the parent of the other debtors and debtors in possession in these Chapter 11 Cases (collectively, the “Debtors” or “ResCap”).

2. I have held my current title since October 2007. Since joining ResCap in 1998, I have held various legal positions covering both Mergers & Acquisitions and ResCap’s International Business Group. In my capacity as General Counsel, I am responsible for providing legal advice and counsel to the directors and management of the Debtors and the non-debtor subsidiaries of ResCap relating to their respective business operations, and for the overall delivery of legal services to them. I am authorized to make this declaration (the “Declaration”) on behalf of the Debtors and in support of the Debtors’ memorandum in opposition (the “Opposition”) to the motion brought by AIG,<sup>1</sup> Allstate, Mass Mutual, and Prudential, and joined by the National Credit Union Administration Board (the “NCUAB” and, collectively with the moving parties, the “Investors”), for an order under Bankruptcy Rule 3013 concerning subordination of their securities claims [Docket No. 2284] (the “Motion”).<sup>2</sup>

3. In my capacity as General Counsel, I am familiar with the Debtors’ day-to-day legal affairs. Except as otherwise indicated, all statements in this Declaration are based upon my personal knowledge; information supplied or verified by personnel in departments

---

<sup>1</sup> Capitalized but undefined terms used herein shall have the meanings ascribed to them in the Opposition.

<sup>2</sup> The NCUAB filed its joinder to the Motion on January 4, 2013 [Docket No. 2555].

within the legal staff and various business units of the Debtors or the Debtors' advisors; my review of the Debtors' relevant documents; or my general experience, expertise, and knowledge of the Debtors' legal affairs. In making my statements based on my review of the Debtors' relevant documents and other information prepared or collected by the Debtors' employees, I have relied upon these employees accurately recording, preparing, collecting, or verifying any such documentation and other information. If I were called to testify as a witness in this matter, I would testify competently to the facts set forth herein.

4. ResCap met directly with investors and participated in events with the investing community generally through organizations such as the American Securitization Forum. Contemporaneous records reflect that Allstate, AIG, Mass Mutual, and Prudential attended servicing and operations reviews with the Debtors and that ResCap met with Allstate several times in connection with Allstate's participation in ResCap's RMBS programs.

5. The Debtors' presentations to potential investors highlighted not only their RMBS issuance history, but also the Debtors' corporate structure, including their "vertically integrated business model" and ResCap's "investment grade credit ratings."

6. Attached hereto as **Exhibit 1** is a true and correct copy of a securitization flow chart depicting the general structure of the Debtors' pooling and servicing PLS Trust securitization process.

7. Attached hereto as **Exhibit 2** is a true and correct copy of a brochure titled "Overview of ABS/MBS Products: 2007 U.S. Markets," published on ResCap's investor-services website through GMAC-RFC VisionSM, an online access and analysis tool that ResCap provided to investors and potential investors in ResCap's RMBS programs.

8. Attached hereto as **Exhibit 3** is a true and correct copy of a RFG Capital Markets Visits and Conferences Calendar reflecting meetings with, among others, Allstate, AIG, and Prudential.

9. Attached hereto as **Exhibit 4** is a true and correct copy of a calendar entry and agenda for a January 19, 2006 meeting with Allstate.

10. Attached hereto as **Exhibit 5** is a true and correct copy of an investor presentation entitled GMAC-RFC Overview, dated May 2007.

Dated: New York, New York  
February 19, 2013

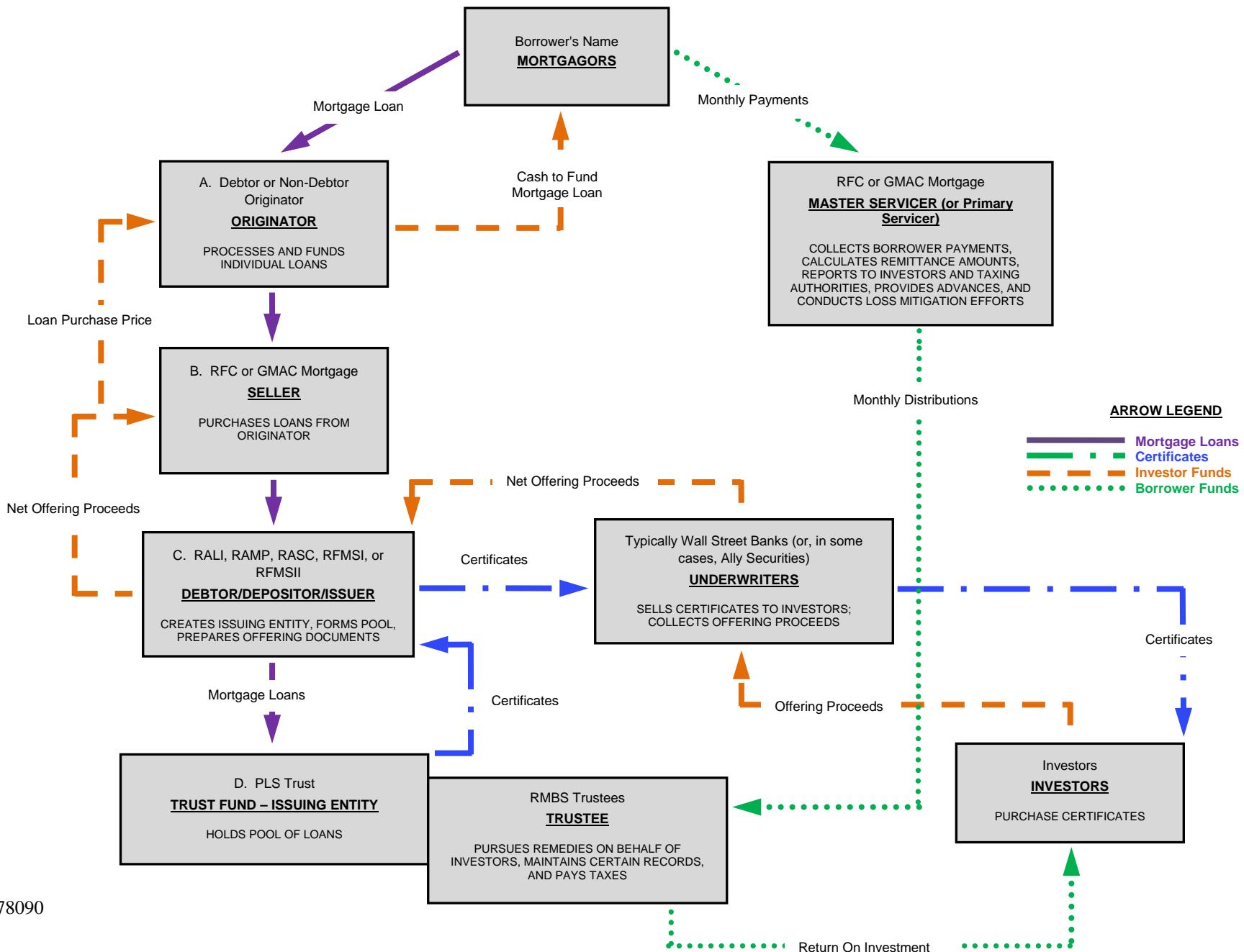
/s/ Tammy Hamzehpour  
Tammy Hamzehpour  
General Counsel  
Residential Capital, LLC

**Exhibit 1**

**Securitization Flow Chart**  
**General Structure of Debtor Pooling and Servicing PLS Trust Securitization**

## SECURITIZATION FLOW CHART

General Structure of Debtor Pooling and Servicing PLS Trust Securitization Structure



**Exhibit 2**

**Overview of ABS/MBS Products: 2007 U.S. Markets**

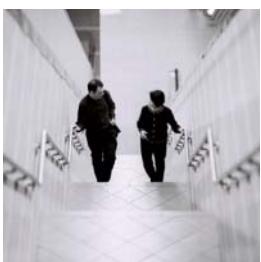
# OVERVIEW OF ABS/MBS PRODUCTS

2007 U.S. Markets

**GMAC ResCap**

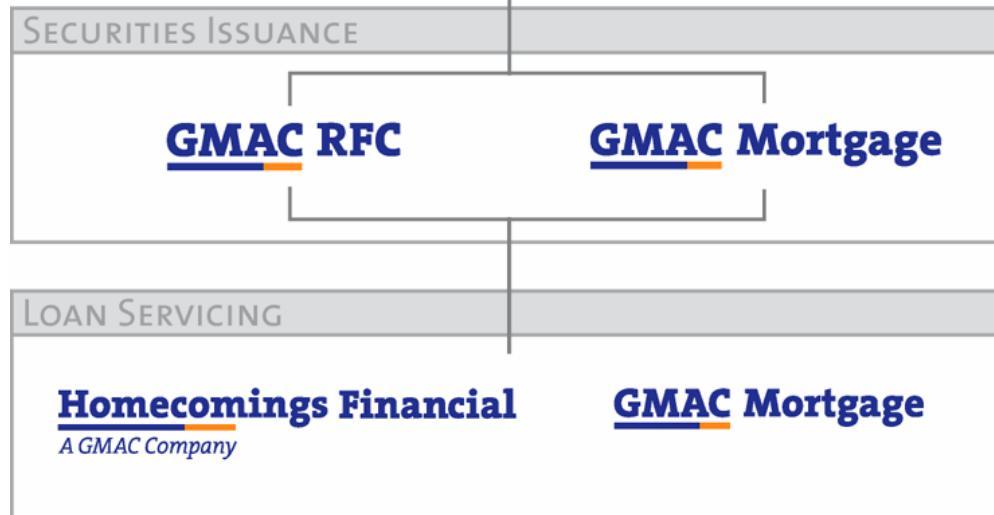
**GMAC RFC**

**GMAC Mortgage**



## GMAC FINANCIAL SERVICES

### GMAC ResCap



GMAC-RFC and GMAC Mortgage are owned and operated by GMAC Residential Capital Company, LLC (GMAC ResCap). GMAC ResCap is part of the GMAC Financial Services family of companies. Homecomings Financial, LLC provides home financing and loan servicing in the U.S.

#### GMAC ResCap Fast Facts:

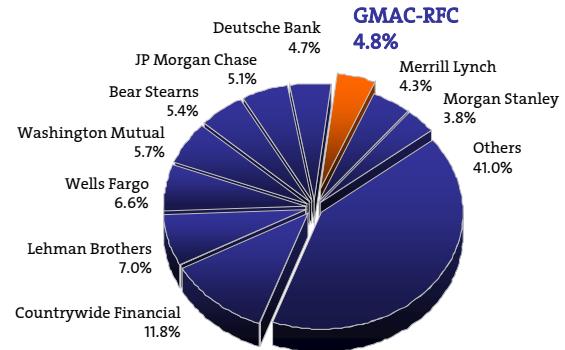
##### Q4 2007 Securities Issuance

- \$495 billion in U.S. cumulative ABS/MBS issuance
- Non-agency MBS with \$35.3 billion in issuance
- ABS HEL with \$13.0 billion in issuance
- Subprime with \$7.2 billion in issuance
- Non-agency prime MBS with \$22.2 billion in issuance
- \$8.1 billion in whole loan issuance

##### Q3 2007 Loan Servicing

- Primary servicing portfolio of \$122.7 billion
- Subprime servicing portfolio of \$40.3 billion
- Master servicing portfolio of \$159.5 billion representing 875,956 consumers

#### Non-Agency MBS Market Share - as of December 31, 2007



Rank	Issuer	Volume (in billions)
1	Countrywide Financial	\$83.78
2	Lehman Brothers	\$49.52
3	Wells Fargo	\$46.52
4	Washington Mutual	\$40.51
5	Bear Stearns	\$38.05
6	JPMorgan Chase	\$35.99
7	Deutsche Bank	\$33.41
<b>8</b>	<b>Residential Funding Co.</b>	<b>\$32.43</b>
9	Merrill Lynch	\$30.28
10	Morgan Stanley	\$26.80

Information regarding competitor market share from: Inside MBS & ABS, January 11, 2008.

Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.



**GMAC ResCap**

## Shelf Strategy

GMAC ResCap provides investors with more options by bringing a variety of asset types to the market. The varying credit, convexity and prepayment performance characteristics of those asset types makes investing a complex task. To mitigate this complexity, GMAC ResCap segregates our securities into distinct shelves. We use clear, well-defined criteria to select the first lien, seasoned and second lien collateral that back securities from each shelf. This system provides a deeper understanding of the underlying product and risk profile of GMAC ResCap securities—and helps investors make better-informed decisions.

## Fourth Quarter 2007 Product Overview

	Product Type	Product Description	WA FICO	Average Loan Size	WA LTV/CLTV	YTD Issuance In Millions	Cumulative Issuance In Billions
First Lien	RFMSI (S & SA)	Jumbo A	30-Yr: 735 15-Yr: 745 ARM: 738	30-Yr: \$504,870 15-Yr: \$533,660 ARM: \$534,089	30-Yr: 71.4% 15-Yr: 64.5% ARM: 71.3%	30-Yr: \$4,051 15-Yr: \$146 ARM: \$1,475 WH: \$364	30-Yr: \$106.9 15-Yr: \$26.9 ARM: \$12.8 WH: \$42.4
	RALI (QS, QA, QO & QH)	Alt-A	30-Yr: 707 15-Yr: 719 ARM: 710 POA: 703 HyPOA: 712	30-Yr: \$254,110 15-Yr: \$212,095 ARM: \$367,173 POA: \$362,645 HyPOA: \$384,408	30-Yr: 74.5% 15-Yr: 63.6% ARM: 76.7% POA: 75.1% HyPOA: 74.0%	30-Yr: \$7,600 15-Yr: \$97 ARM: \$2,423 POA: \$2,211 HyPOA: \$4,233 WH: \$3,183	30-Yr: \$62.4 15-Yr: \$6.5 ARM: \$16.9 POA: \$16.0 HyPOA: \$4.6 WH: \$12.5
	RAMP (RZ)	High Loan to Value First Lien (107% max)	FRM: 693 ARM: 662	FRM: \$150,206 ARM: \$194,068	FRM: 98.5% ARM: 100.0%	FRM: \$100 ARM: \$240	FRM: \$8.3 ARM: \$4.4
	RAMP (RS)	NCA (Negotiated Conduit Asset)	FRM: 683 ARM: 676	FRM: \$224,542 ARM: \$247,462	FRM: 81.7% ARM: 89.0%	FRM: \$542 ARM: \$341 WH: \$0	FRM: \$19.7 ARM: \$33.2 WH: \$1.5
	RASC (KS)	Subprime	FRM: 618 ARM: 618	FRM: \$123,350 ARM: \$183,716	FRM: 82.0% ARM: 82.7%	FRM: \$959 ARM: \$2,798 WH: \$9	FRM: \$26.1 ARM: \$65.2 WH: \$2.7
Seasoned	RAAC (SP)	Seasoned Portfolio	677	\$188,539	80.2%	\$977	\$4.5
	RFMSII (HS & HSA)	Closed-End Home Equity Loans (CES) and Lines (HELOC)	CES: 702 HELOC: 702	CES: \$53,504 HELOC: \$57,668	CES: 93.7% HELOC: 87.6%	CES: \$1,891 HELOC: \$784 WH: \$1,363	CES: \$8.2 HELOC: \$6.5 WH: \$12.6
	RFMSII (HI)	High CLTV Second Lien (125% max)	702	\$49,803	117.3%	\$258	\$12.4
	GMACM (HE)	Closed-End Home Equity Loans (CES) and Lines (HELOC)	CES: 717 HELOC: 727*	CES: \$54,217 HELOC: \$48,583*	CES: 80.2% HELOC: 77.3%*	CES: \$2,867 HELOC: \$1,933*	CES: \$12.1 HELOC: \$13.7

Information through December 2007. Issuance excludes NIMS, resecuritizations and other issuer transactions. Single seller deals for EFC and NC are included in RAMP RS series issuance and AHL and EMX deals are included in RASC KS series issuance. QO series designates GMAC-RFC's payment option ARM (POA) program, QH series designates GMAC-RFC's hybrid payment option ARM (HyPOA) program and WH designates GMAC-RFC whole loans. \*GMAC Mortgage HELOC through December 2006.

Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.



## Investor Services Web Site

gmacrfc.com/investors

### Timely, essential information

Institutional investors rely on the GMAC-RFC Investor Services Web site to help them manage their portfolios and make fast, informed investment decisions. We consistently deliver new opportunities to investors - supported by in-depth information about GMAC ResCap and our broad portfolio of fixed-income products.

### Exceptional data access and analysis

GMAC-RFC Vision<sup>SM</sup>, our online access and analysis tool, allows Web site visitors to browse more productively, search for and extract data more easily, analyze and compare performance in greater detail and save their investment information more conveniently.

GMAC-RFC Vision - browse more productively, with user-friendly navigation and easy-to-find links to reports, deal documents and other useful information.

**Analytics** - make better-informed decisions with easier access to data and enhanced analytics capabilities. Develop your own custom reports with our easy-to-use analytics tool.

### Analytics enhance site functionality

GMAC-RFC Vision's analytics capabilities save time and effort:

- Instead of downloading and manipulating a text file, users can create queries that extract the precise information needed
- The extracted data can be loaded into an Excel file or securely stored in My Vision
- Queries saved in My Vision will automatically refresh, allowing users to review up-to-date performance comparisons without needing to recreate the query

To find out how GMAC-RFC can help you achieve better performance by making better-informed investment decisions, call us at **1.877.977.3863**.

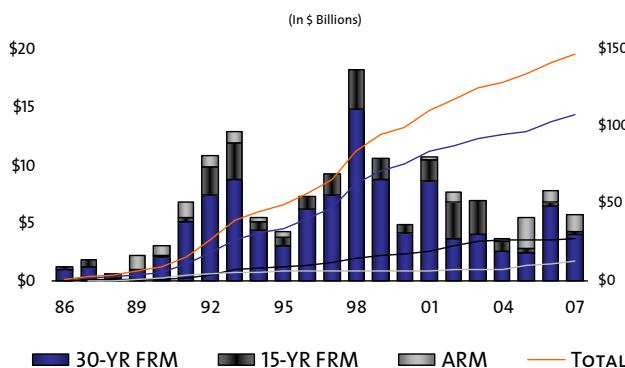
**vision**



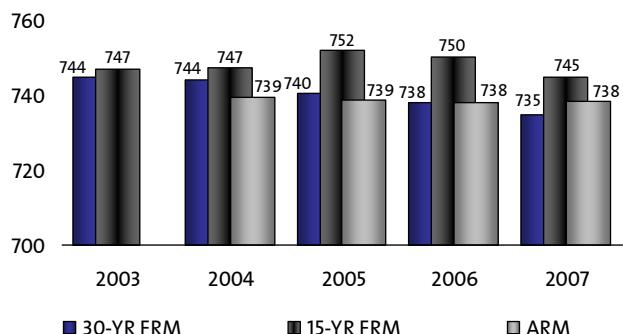
## Residential Funding Mortgage Securities I, Inc. (S & SA Series)

RFMSI is GMAC-RFC's primary shelf conduit for distributing "A" quality, non-conforming fixed-rate (S series) and adjustable-rate (SA series) mortgage loans.

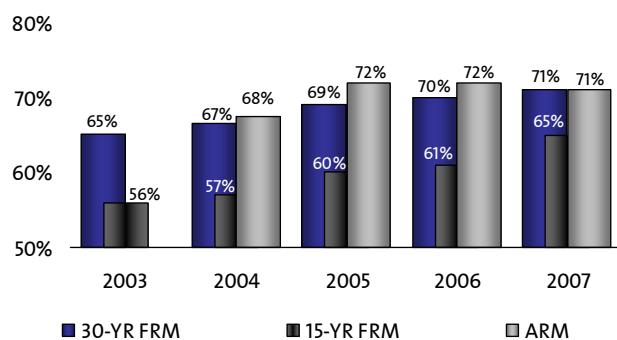
### Year-to-Date and Cumulative Issuance



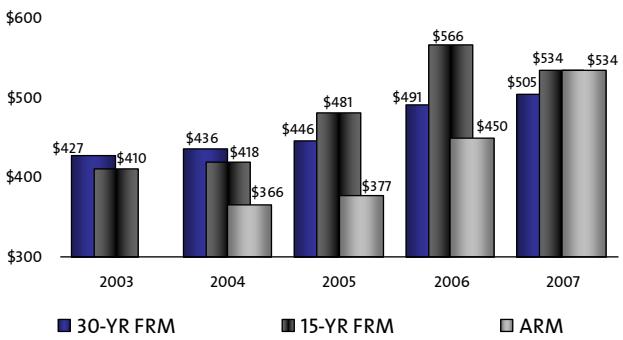
### Weighted Average FICO Score by Issuance Year



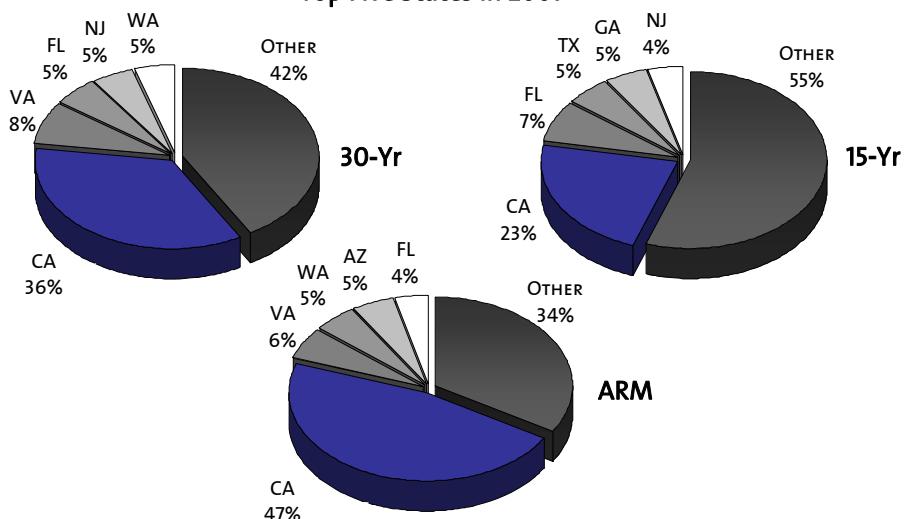
### Weighted Average Loan-to-Value by Issuance Year



### Average Loan Size by Issuance Year



### Top Five States in 2007



### California Percent

	30-YR	15-YR	ARM
2003	51.6%	44.2%	
2004	48.9%	44.1%	49.8%
2005	32.5%	27.7%	34.4%
2006	34.9%	19.9%	40.3%
2007	35.6%	22.8%	46.6%

### WA Coupon

	30-YR	15-YR	ARM
2003	6.164%	5.414%	
2004	5.849%	5.143%	4.656%
2005	5.936%	5.268%	5.427%
2006	6.570%	6.139%	6.235%
2007	6.437%	6.122%	6.170%

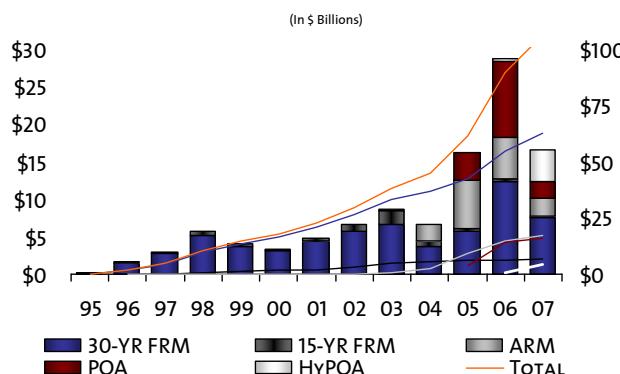
Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.



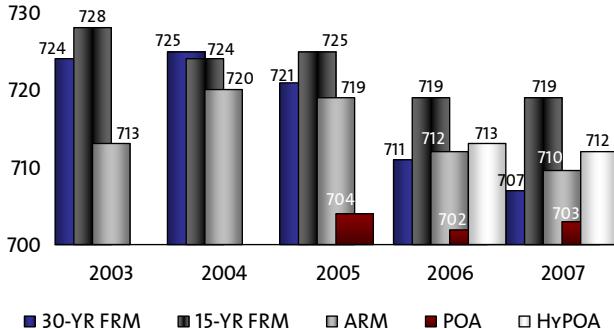
## Residential Accredit Loans, Inc. (QS, QA, QO & QH Series)

Alt-A bridges the prime and subprime markets by supporting paper that - from a credit perspective - parallels traditional Jumbo A paper. However, the collateral characteristics for the QS and QA series differ from GMAC-RFC's RFMSI shelf with slightly higher LTV limits, non-owner occupied properties and more limited documentation options. The Alt-A program encompasses both 30- and 15-year fixed-rate products (QS Series) a 6-month LIBOR, 1-year CMT and hybrid ARMs (QA Series), as well as a payment option ARM (POA Series) and a hybrid payment option ARM (HyPOA Series).

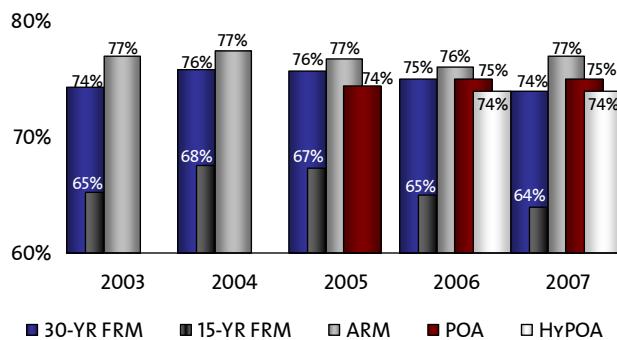
### Year-to-Date and Cumulative Issuance



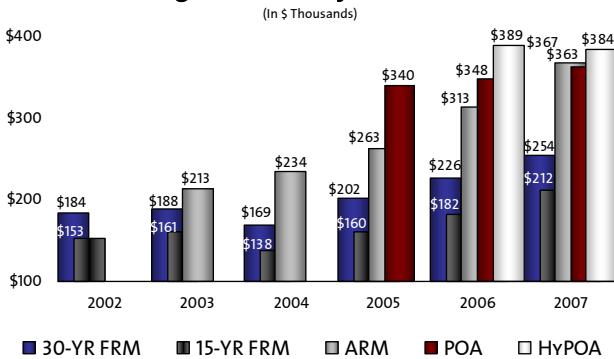
### Weighted Average FICO Score by Issuance Year



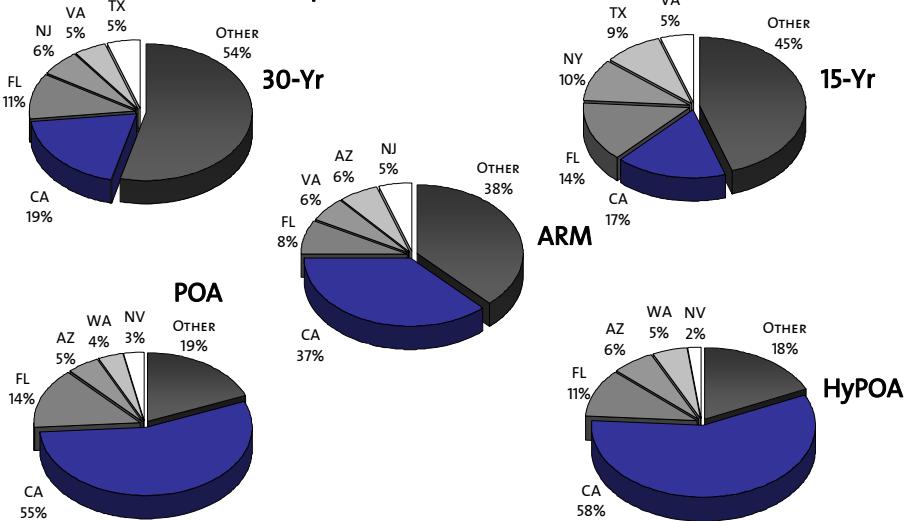
### Weighted Average Loan-to-Value by Issuance Year



### Average Loan Size by Issuance Year



### Top Five States in 2007



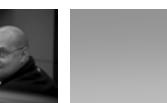
### California Percent

	30-YR	15-YR	ARM	POA	HyPOA
2003	34.9%	30.5%	32.9%		
2004	26.2%	22.4%	34.4%		
2005	22.5%	17.4%	34.4%	62.0%	
2006	18.8%	19.0%	36.5%	61.7%	69.8%
2007	18.7%	17.1%	37.2%	54.9%	58.0%

### WA Coupon

	30-YR	15-YR	ARM	POA	HyPOA
2003	6.320%	5.615%	5.457%		
2004	6.361%	5.651%	5.432%		
2005	6.417%	5.771%	5.811%	3.603%	
2006	7.155%	6.405%	6.849%	4.812%	7.390%
2007	6.974%	6.474%	6.916%	6.715%	7.375%

Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.

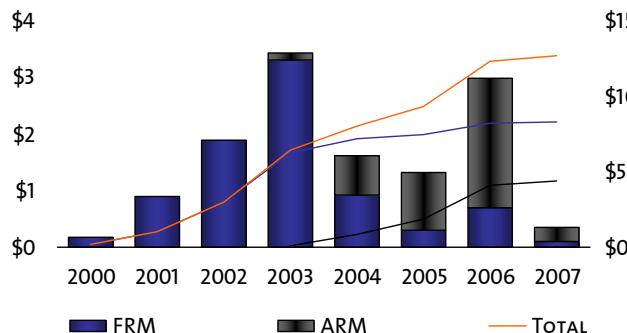


## Residential Asset Mortgage Products (RZ Series)

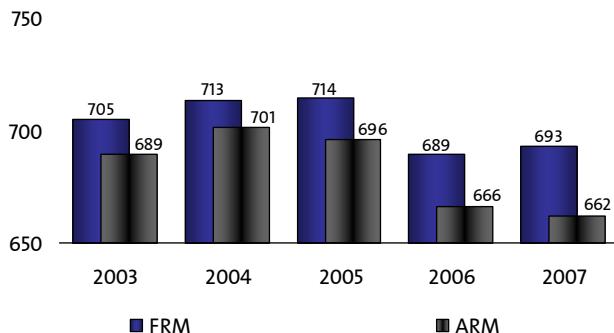
RAMP RZ is the shelf and series designation for securities backed by GMAC-RFC high LTV first lien loans.

### Year-to-Date and Cumulative Issuance

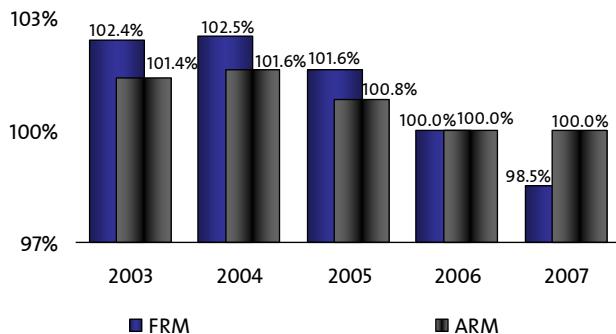
(In \$ Billions)



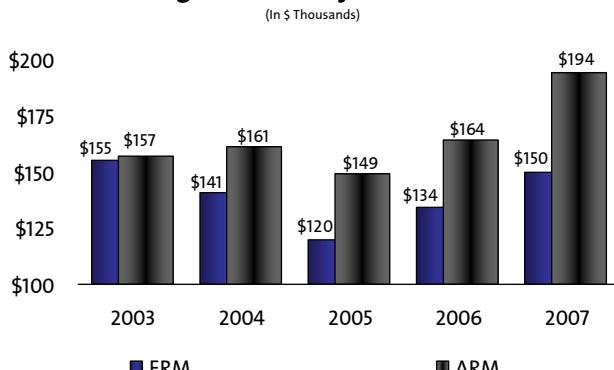
### Weighted Average FICO Score by Issuance Year



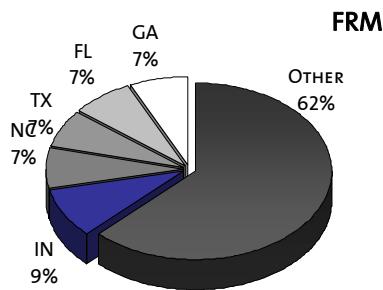
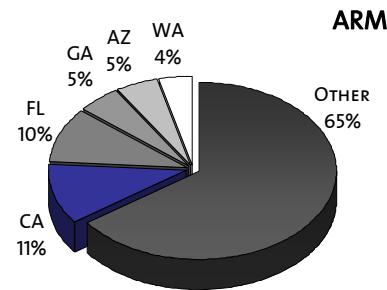
### Weighted Average Loan-to-Value by Issuance Year



### Average Loan Size by Issuance Year



### Top Five States in 2007

**FRM****ARM**

### California Percent

FRM      ARM

	FRM	ARM
2003	19.6%	8.3%
2004	9.4%	12.2%
2005	1.7%	3.7%
2006	0.7%	4.0%
2007	2.7%	10.9%

### WA Coupon

FRM      ARM

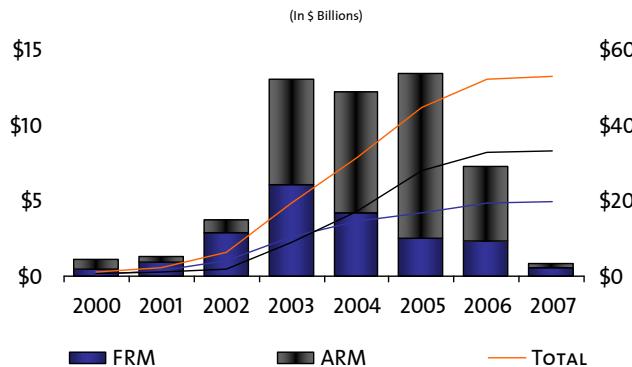
	FRM	ARM
2003	7.654%	7.263%
2004	7.779%	7.137%
2005	7.935%	7.493%
2006	8.349%	8.579%
2007	8.437%	8.787%

Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.

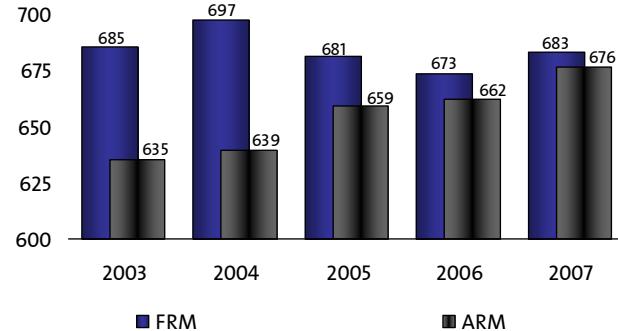
## Residential Asset Mortgage Products (RS Series)

RAMP RS is the shelf and series designation for securities backed by GMAC-RFC Negotiated Conduit Asset (NCA) loans. The purpose of the NCA program is to acquire and distribute assets, that meet secondary market standards, but do not meet criteria under GMAC-RFC's other shelves.

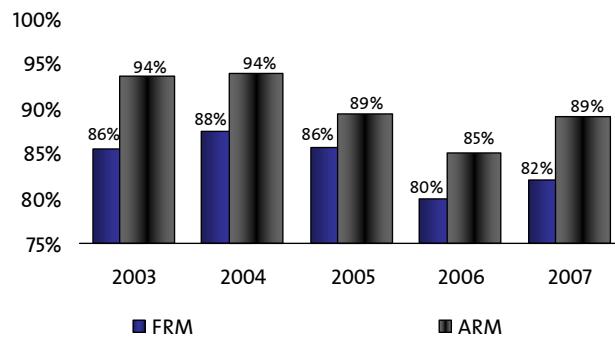
### Year-to-Date and Cumulative Issuance\*



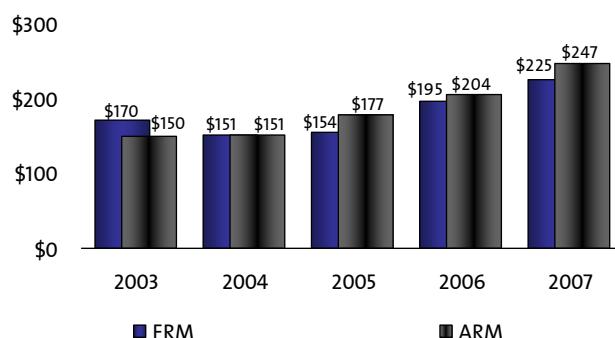
### Weighted Average FICO Score by Issuance Year



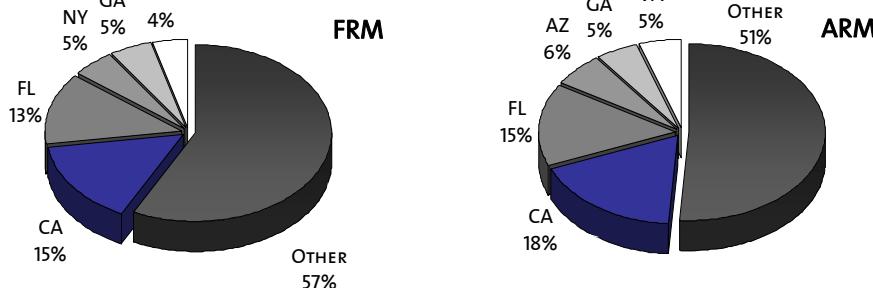
### Weighted Average Loan-to-Value by Issuance Year



### Average Loan Size by Issuance Year



### Top Five States in 2007



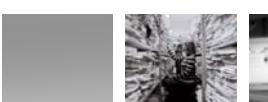
### California Percent

	FRM	ARM
2003	15.4%	14.1%
2004	13.0%	9.8%
2005	10.8%	14.1%
2006	12.0%	18.5%
2007	15.3%	17.8%

### WA Coupon

	FRM	ARM
2003	7.141%	7.948%
2004	7.053%	7.510%
2005	7.117%	7.208%
2006	7.539%	7.838%
2007	7.655%	8.001%

Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.

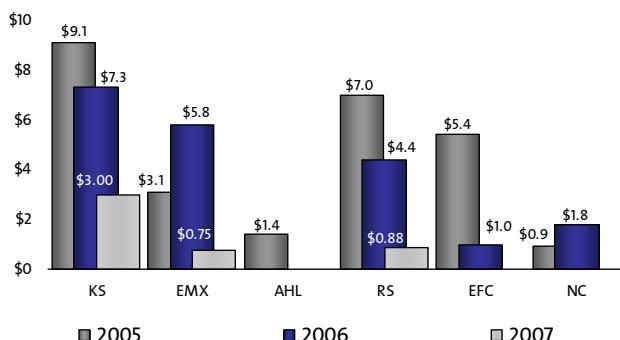


## RAMP and RASC Single Seller Transactions

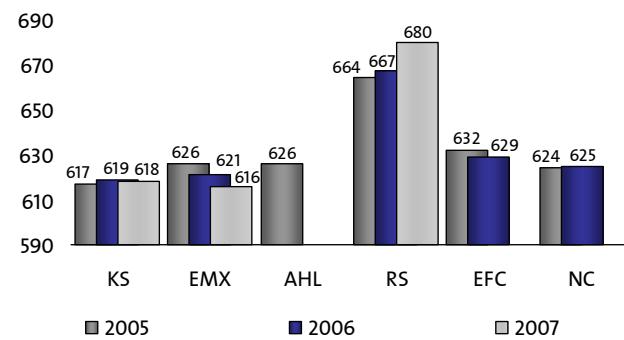
In 2005, GMAC-RFC started issuing Single Seller transactions from the RASC and RAMP shelves in a co-branding effort with some of GMAC-RFC's larger seller clients. All loans were acquired under the GMAC-RFC AlterNet and Negotiated Conduit Asset (NCA) program guidelines. GMAC-RFC remains the Depositor, Issuer and Master Servicer on these transactions and has the same responsibility to the trusts with regard to representations and warranties as in other GMAC-RFC transactions.

### Year-to-Date Issuance by Series

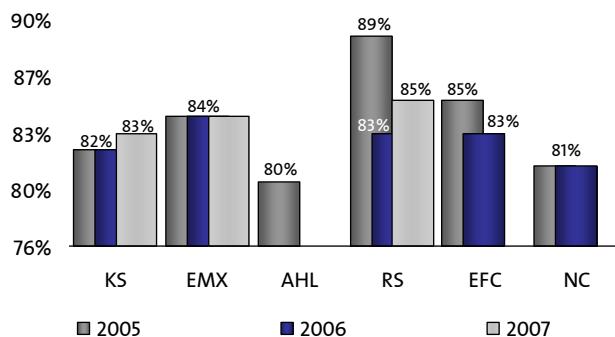
(In \$ Billions)



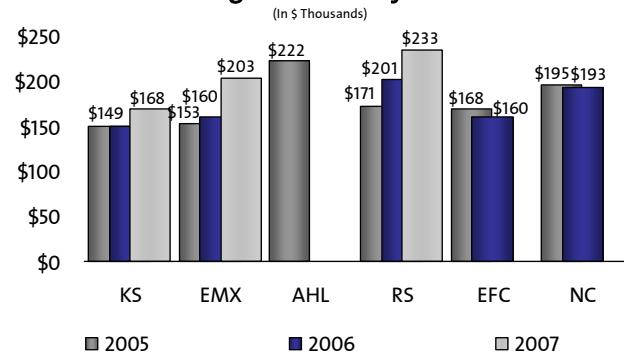
### Weighted Average FICO Score by Series



### Weighted Average Loan-to-Value by Series



### Average Loan Size by Series



### Series Description

**RASC EMX** – Collateral acquired from EMAX Financial Group, LLC with primary servicing being done by Mortgage Lenders Network USA, Inc.

**RASC AHL** – Collateral acquired from Accredited Home Lenders, Inc. with primary servicing being done by Homecoming Financial, LLC.

**RAMP EFC** – Collateral acquired from EquiFirst Corporation with primary servicing being done by Homecoming Financial, LLC.

**RAMP NC** – Collateral acquired from New Century Mortgage Corporation with primary servicing being done by Homecoming Financial, LLC.

### RASC

	KS	EMX	AHL*
WA Gross Coupon	8.544%	8.653%	7.491%
Non-Owner Occupied Percent	4.4%	4.7%	8.8%
Reduced Doc. Percent	42.8%	33.1%	61.9%
California Percent	15.0%	7.7%	24.7%
Second Lien Percent	4.1%	7.6%	
Interest Only Percent	12.8%	6.9%	17.1%

### RAMP

	RS	EFC*	NC*
WA Gross Coupon	7.788%	7.938%	7.961%
Non-Owner Occupied Percent	20.1%	3.6%	7.4%
Reduced Doc. Percent	68.1%	31.0%	42.5%
California Percent	16.3%	13.7%	35.1%
Second Lien Percent		4.0%	2.6%
Interest Only Percent	49.1%	18.9%	19.5%

\*RASC AHL and RAMP EFC as of November 30, 2006. RAMP NC as of March 31, 2006. All other data reflected through year-to-date December 31, 2007.

Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.

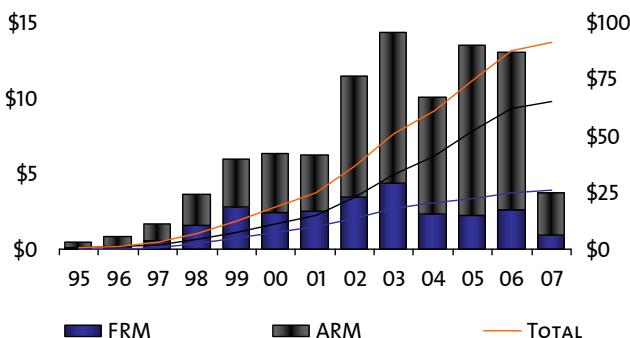


## Residential Asset Securities Corporation (KS Series)

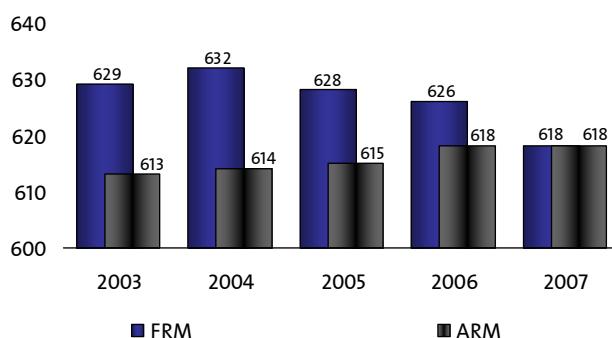
GMAC-RFC developed the AlterNet program to purchase subprime mortgage loans. The collateral pools securitized by RASC will generally be homogeneous with respect to fixed or adjustable payment type.

### Year-to-Date and Cumulative Issuance\*

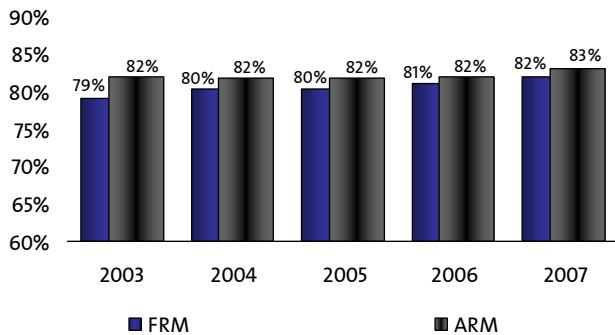
(In \$ Billions)



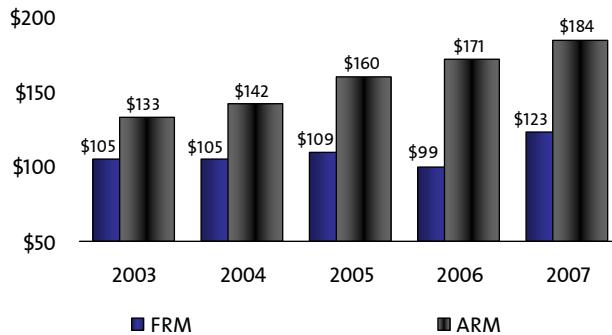
### Weighted Average FICO Score by Issuance Year



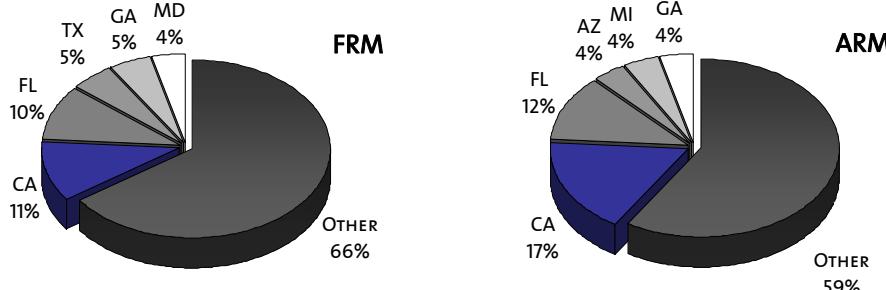
### Weighted Average Loan-to-Value by Issuance Year



### Average Loan Size by Issuance Year



### Top Five States in 2007



### California Percent

	FRM	ARM
2003	18.0%	17.9%
2004	12.3%	14.2%
2005	11.5%	14.1%
2006	9.8%	12.9%
2007	10.5%	16.6%

### WA Coupon

	FRM	ARM
2003	7.771%	7.570%
2004	7.555%	7.035%
2005	7.828%	7.397%
2006	8.765%	8.232%
2007	8.789%	8.458%

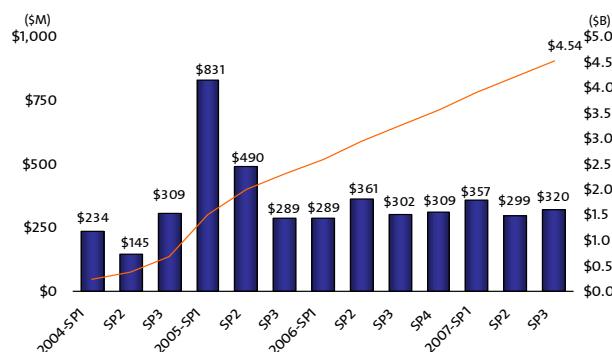
Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.



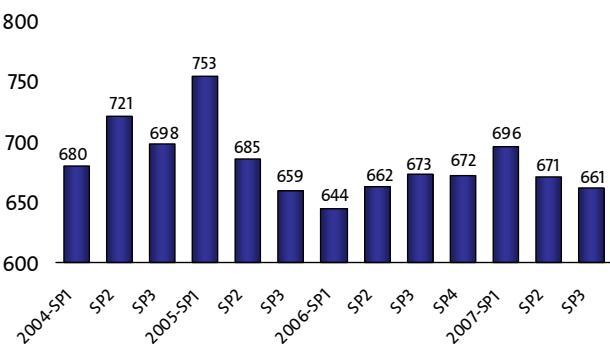
## Residential Asset Acquisition Corporation (SP Series)

RAAC SP collateral is primarily seasoned performing prime, Alt A, Insured (primary mortgage insurance or FHA), A- and Subprime loans.

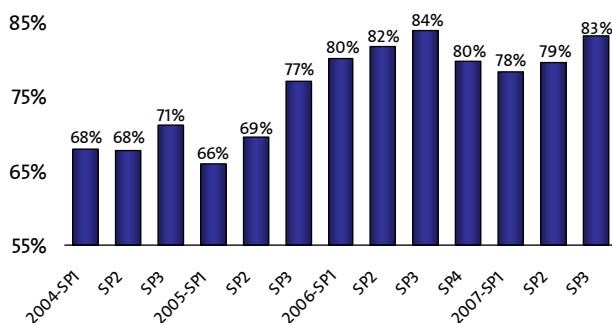
### Year-to-Date and Cumulative Issuance



### Weighted Average Current FICO Score by Deal



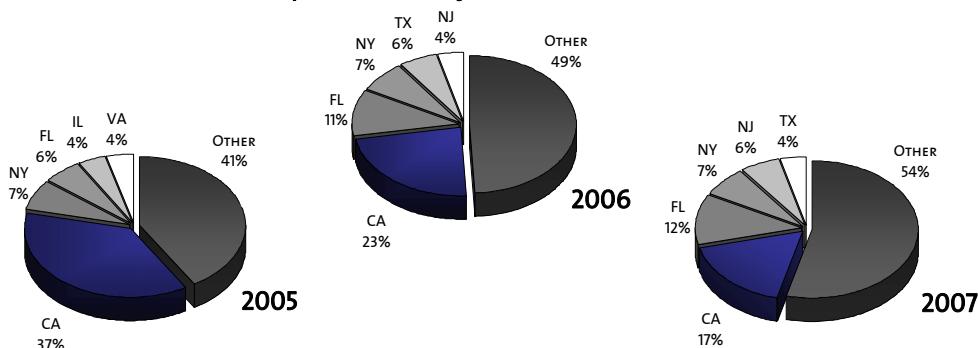
### Weighted Average Current Loan-to-Value by Deal



### Average Loan Size by Deal



### Top Five States by Issuance Year



WA Seasoning	Months
2004-SP1	65
2004-SP2	39
2004-SP3	11
2005-SP1	18
2005-SP2	26
2005-SP3	32
2006-SP1	5
2006-SP2	15
2006-SP3	23
2006-SP4	58
2007-SP1	24
2007-SP2	8
2007-SP3	16

Credit Class	Prime	Alt-A	Insured	A-	Subprime
2004-SP1	45.5%	23.4%	1.7%	15.5%	13.9%
2004-SP2	93.8%	4.0%	0.0%	0.0%	2.2%
2004-SP3	67.8%	13.2%	5.7%	4.8%	8.5%
2005-SP1	95.5%	4.5%	0.0%	0.0%	0.0%
2005-SP2	46.2%	11.3%	2.9%	9.9%	29.6%
2005-SP3	45.5%	22.0%	1.3%	17.5%	13.8%
2006-SP1	37.0%	27.0%	0.1%	25.3%	10.5%
2006-SP2	44.3%	27.9%	1.1%	26.5%	0.1%
2006-SP3	55.9%	27.0%	0.6%	16.5%	0.0%
2006-SP4	51.4%	26.4%	0.6%	19.4%	2.2%
2007-SP1	68.1%	23.3%	0.8%	7.8%	0.0%
2007-SP2	52.1%	27.8%	0.1%	20.0%	0.0%
2007-SP3	43.7%	35.9%	2.1%	18.3%	0.0%

WA Coupon	Percent
2004-SP1	7.473%
2004-SP2	6.811%
2004-SP3	5.415%
2005-SP1	5.786%
2005-SP2	6.521%
2005-SP3	7.698%
2006-SP1	7.260%
2006-SP2	7.640%
2006-SP3	8.269%
2006-SP4	8.591%
2007-SP1	7.236%
2007-SP2	7.561%
2007-SP3	8.565%

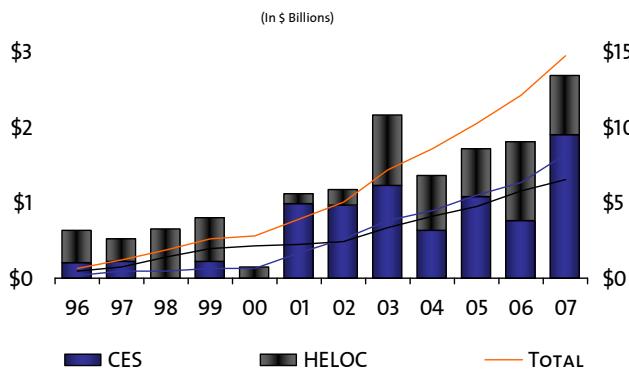
Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.



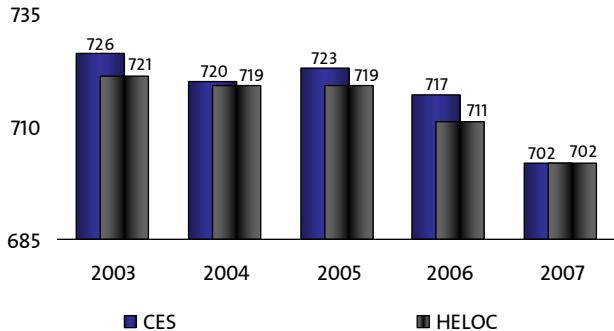
## Residential Funding Mortgage Securities II, Inc. (HS & HSA Series Loans)

GMAC-RFC issues HS & HSA series deals off the RFMSII shelf. The HS & HSA deals may include pools of either or both Closed-End Seconds (CES) or Home Equity Lines of Credit (HELOC). CESs are 2<sup>nd</sup> lien, fixed-rate, closed-end loans with CLTVs up to 100% that are made to borrowers with A-quality credit and high residual income. HELOCs are 2<sup>nd</sup> lien, variable-rate, revolving lines of credit with CLTVs up to 100% that are also made to borrowers with A-quality credit and high residual income.

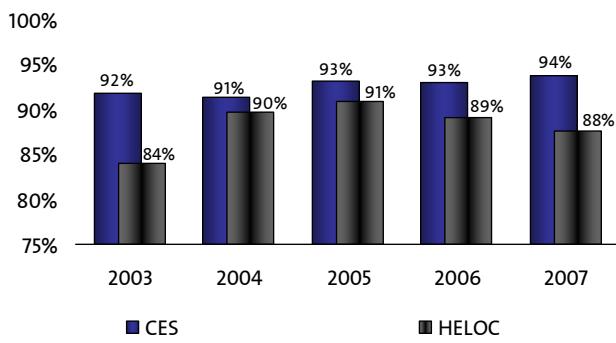
### Year-to-Date and Cumulative Issuance



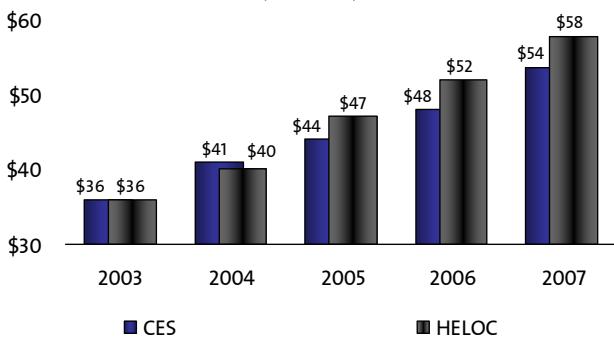
### Weighted Average FICO Score by Issuance Year



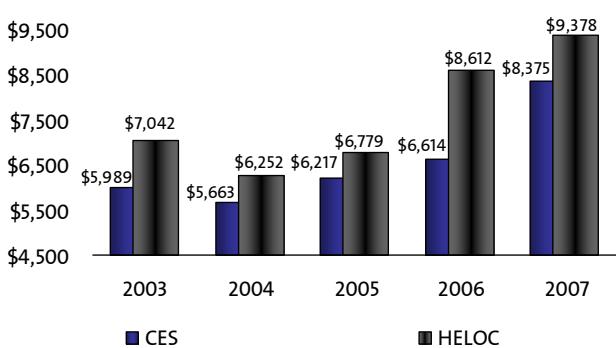
### Weighted Average CLTV by Issuance Year



### Average Loan Size by Issuance Year



### Weighted Average Residual Income by Issuance Year



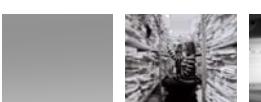
### California Percent

	CES	HELOC
2003	23.4%	30.0%
2004	18.3%	21.0%
2005	13.9%	31.4%
2006	19.5%	37.0%
2007	24.9%	36.5%

### WA Coupon

	CES	HELOC
2003	7.778%	3.876%
2004	7.676%	3.793%
2005	8.318%	6.890%
2006	8.802%	8.223%
2007	10.725%	8.988%

Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.

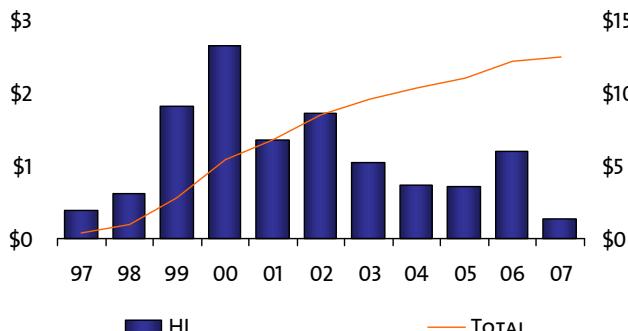


## Residential Funding Mortgage Securities II, Inc. (HI Series)

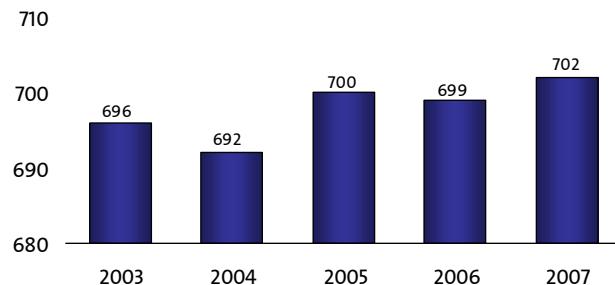
GMAC-RFC issues HI series deals off of the RFMSII shelf. The HI deals are backed by 2<sup>nd</sup> lien, fixed-rate, closed-end loans with a maximum CLTV of 125%. The 125 program loans are made to borrowers with A-quality credit and high residual income.

### Year-to-Date and Cumulative Issuance

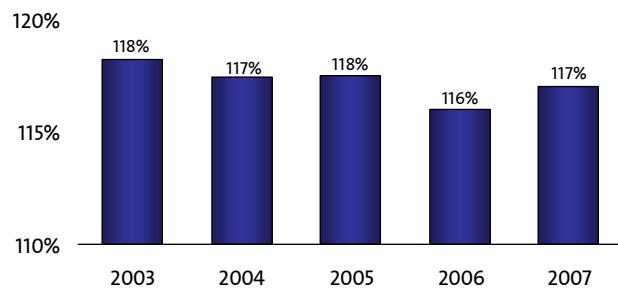
(In \$ Billions)



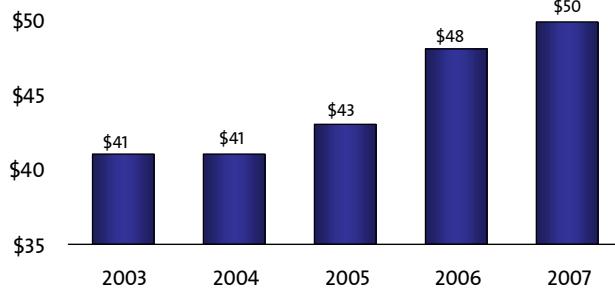
### Weighted Average FICO Score by Issuance Year



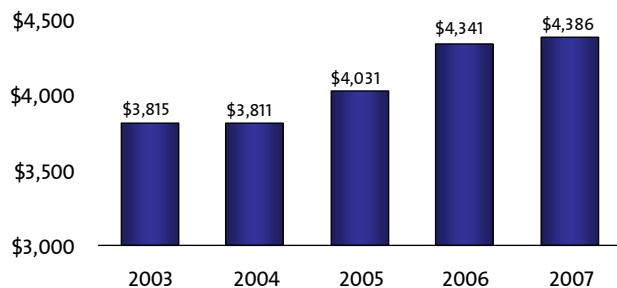
### Weighted Average CLTV by Issuance Year



### Average Loan Size by Issuance Year



### Weighted Average Residual Income by Issuance Year



### California Percent 125 CLTV

Year	California Percent
2003	4.1%
2004	2.1%
2005	0.8%
2006	2.0%
2007	2.0%

### WA Coupon 125 CLTV

Year	WA Coupon
2003	11.363%
2004	11.642%
2005	11.679%
2006	12.253%
2007	12.578%

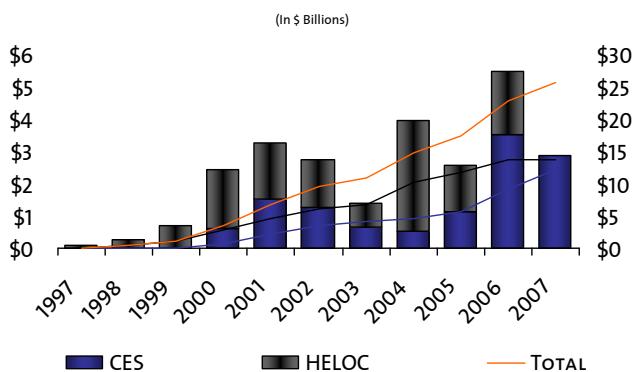
Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.



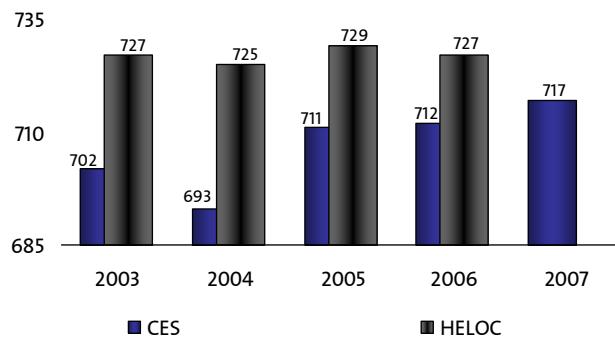
## GMAC Mortgage Home Equity (HE Series Loans)

GMAC Mortgage issues HE series deals that may include pools of either or both Closed-End Seconds (CES) or Home Equity Lines of Credit (HELOC). CESs are 2<sup>nd</sup> lien, fixed-rate, closed-end loans with CLTVs up to 100% that are made to borrowers with A-quality credit and high residual income. HELOCs are 2<sup>nd</sup> lien, variable-rate, revolving lines of credit with CLTVs up to 100% that are also made to borrowers with A-quality credit and high residual income.

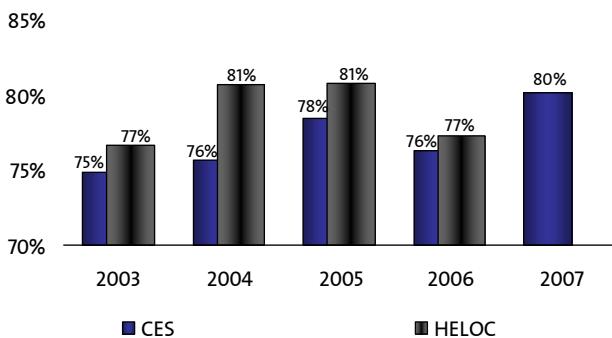
### Year-to-Date and Cumulative Issuance



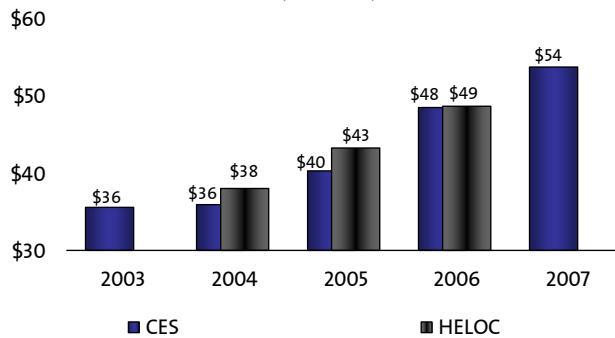
### Weighted Average FICO Score by Issuance Year



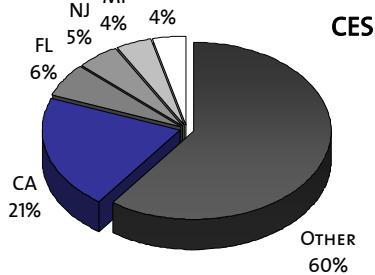
### Weighted Average CLTV by Issuance Year



### Average Loan Size by Issuance Year



### Top Five States in 2007



### California Percent

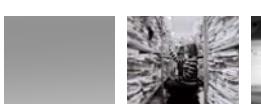
	CES	HELOC
2003	35.3%	24.0%
2004	31.0%	19.6%
2005	25.1%	21.2%
2006	22.2%	23.6%
2007	20.8%	-

### WA Coupon

	CES	HELOC
2003	7.807%	5.430%
2004	8.018%	5.327%
2005	7.238%	7.566%
2006	8.555%	8.845%
2007	8.768%	-

\* HELOC data reflected through year end 2006.

Although reasonable care has been exercised to provide accurate information, there is no assurance that this information is free from error. All information provided herein is unaudited. This material has been prepared solely for informational purposes. It is in no way intended to be a solicitation or an offer to buy or sell any security or instrument. Past results of securities do not forecast future results.

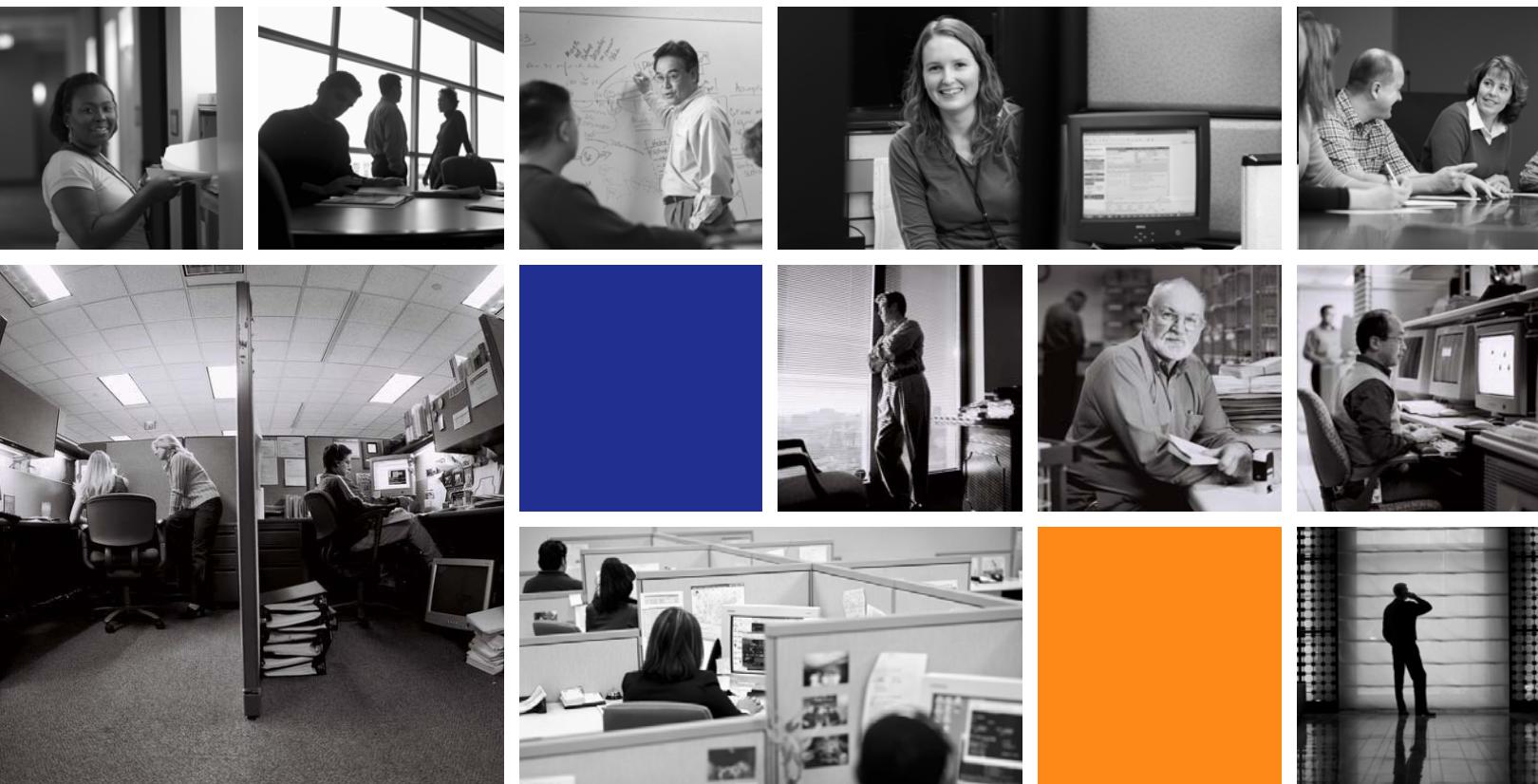


**GMAC ResCap**  
**One Meridian Crossings**  
**Suite 100**  
**Minneapolis, MN 55423**  
**1.877.977.3863**

[gmacrfc.com/investors](http://gmacrfc.com/investors)

© 2008 Residential Capital, LLC © 2008 GMAC Mortgage, LLC. GMAC is a registered service mark. FICO is a registered service mark of Fair Isaac Corporation. Printed in the USA.

This brochure is not, and is not intended to be, an offer to sell any security or the solicitation of an offer to purchase any security. Securities may only be offered pursuant to a prospectus that meets the requirements of applicable state and federal securities laws.



**Exhibit 3**

**RFG Capital Markets Visits and Conferences Calendar**

DATE	Company - Conf.	Contact	Location	Topics / Discussion / Materials	Attendees:
<b>MAY</b>					
5/04-07/2008	MBA National Secondary Market Conference	PIA	Boston	Annual Conference	<b>CM:</b> Trading, PBSM, PIA
5/6/2008	S&P	Julie Steinhagen	Fort Washington	Servicer Review	<b>CM:</b>
5/13/2008	Citigroup	Julie Steinhagen	New York	Servicing Conference	<b>CM:</b> Julie Steinhagen, Pieter VanZyl
<b>JUNE</b>					
<b>JULY</b>					
7/21-24/2008	Fannie Mae	Mike Rogala	Fort Washington	Originations & Servicing Operations Review	<b>CM:</b>
<b>AUGUST</b>					
<b>SEPTEMBER</b>					
<b>OCTOBER</b>					
10/19-22/2008	ABS East	Julie Steinhagen	Miami	Annual Conference	<b>CM:</b> IR, PIA, TRADING, IBG
10/19-22/2008	95th Annual MBA Convention & Expo	Julie Steinhagen	San Francisco	Annual Conference	<b>CM:</b> PIA, TRADING
<b>NOVEMBER</b>					
<b>DECEMBER</b>					
<b>To Be Scheduled:</b>					
<b>FYI - INDUSTRY CONFERENCES (DO NOT PLAN TO ATTEND)</b>					
02/26-29/2008	National Mortgage Servicing Conference & Expo		New Orleans	Annual Conference	
03/10-12/2008	Nonprime Lending Conference		Chicago	Annual Conference	
04/17-18/2008	2nd Annual Mortgage Servicing Conference		Dallas	Servicing Conference presented by SourceMedia	
05/01-02/2008	Housing Finance Summit		Orlando	Annual Conference	
06/01-04/2008	Global ABS Conference		Cannes, France	This is a joint ESF-IMN Conference	
07/20-22/2008	LoanPerformance Risk Summit		Carlsbad	Annual Conference	
09/17-18/2008	Subprime ABS & Distressed Debt Summit		Las Vegas	Annual Conference	
12/07-09/2008	CDO Summit		Dana Point, CA	Annual Conference	

**Exhibit 4**

**Calendar Entry and Agenda re: January 19, 2006 Meeting with Allstate**

**GMAC RFC**

**Allstate Agenda**  
January 19, 2006

*Attire:* *Business Casual*

*Location:* *Denali*  
*1Meridian Crossings*  
*Bloomington, MN*

*Allstate Visitor:* *Meg Manda – Portfolio Manager, Asset-Backed Securities – Allstate*  
*Laura Ladewski – Lehman Brothers Asset Management*

*RFC Visit Contacts:* *Nancy Bartsch (952-857-7006)*  
*Jamie Plantenberg (952-857-6874)*

*Background:* Allstate's visit is focused on our diligence efforts. They currently participate in RASC, RAMP and RFMSII. They are planning on completing a file review and want to spend time speaking to associates that actually underwrite the files. Julie and Nancy have met with Allstate several times in Chicago. They ask very good, tough, detailed questions. Please come prepared to not necessarily follow the presentation outline.

---

**9:00 – 10:00 Product Overview and Website Demo**  
Nancy Bartsch – Director, Investor Relations

**10:00 – 10:45 Risk Valuation and Analytics (Credit Risk)**  
Mike Iversen – Senior Credit Risk Manager

**10:45 – 11:30 Underwriting**  
Sharon Mohs – Senior Business Advisor, Service Delivery Group  
Peggi Fossell – Senior Business Advisor, Service Delivery Group

**11:30 – 12:00 Lunch**

**12:00 – 12:45 Post Funding Audits**  
Will Thompson – Director, Quality Audit  
Brenda Maze – Director, Quality Investigation

**12:45 – 1:30 Compliance**  
Sonya McCumber – Chief Compliance Officer  
Kathy Coit – Compliance Risk Director

**1:30 – 3:00 File Review (RASC, RAMP, RFMSII)**

**Exhibit 5**

**“GMAC-RFC Overview” Investor Presentation Dated May 2007**

# GMAC-RFC Overview

May 2007

**GMAC RFC**



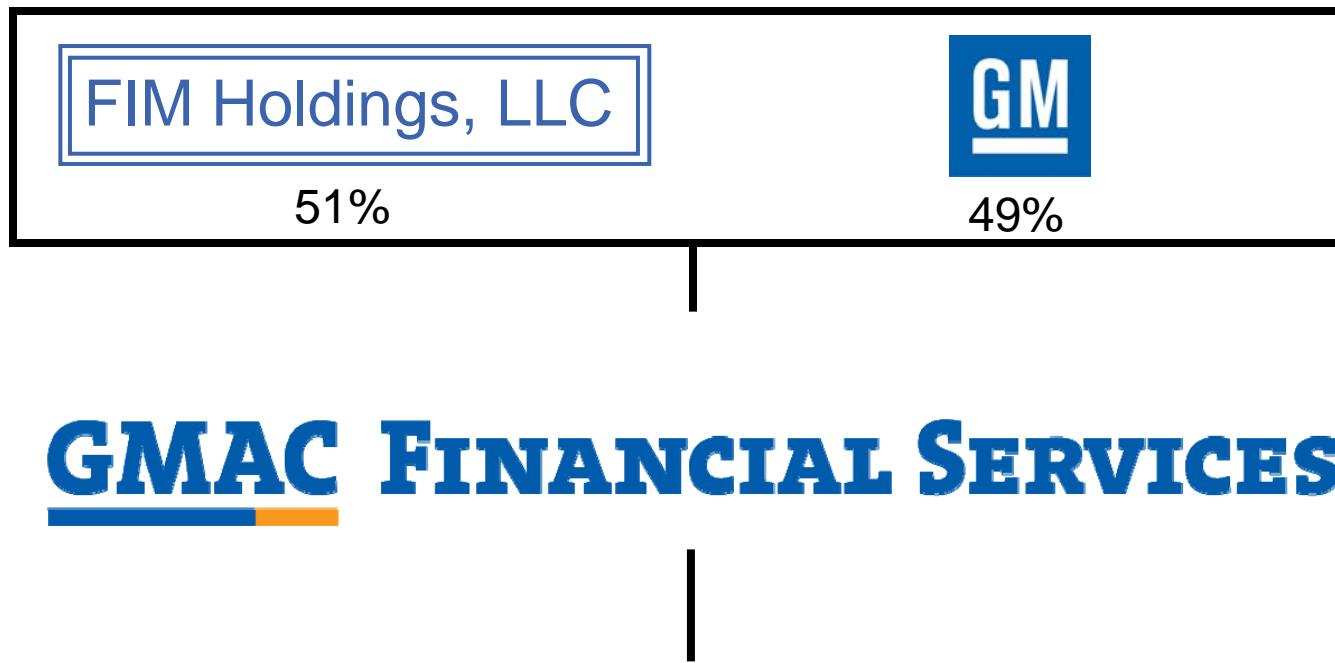
# Important Notice

In the presentation that follows and in related comments by GMAC-RFC's management, our use of the words "expect", "anticipate", "project", "estimate", "forecast", "objective", "plan", "goal", "outlook", "target", "pursue" and similar expressions is intended to identify forward looking statements.

While these statements represent our current judgment on what the future may hold, and we believe these judgments are reasonable, actual results may differ materially due to numerous important factors. Such factors include, among others, the following: changes in economic conditions, currency exchange rates, significant terrorist attacks or political instability in the major markets where we operate; changes in the laws, regulations, policies or other activities of governments, agencies and similar organizations where such actions may affect the production, licensing, distribution or sale of our products, the cost thereof or applicable tax rates; and the threat of terrorism, the outbreak or escalation of hostilities between the United States and any foreign power or territory and changes in international political conditions may continue to affect both the United States and the global economy and may increase other risks.

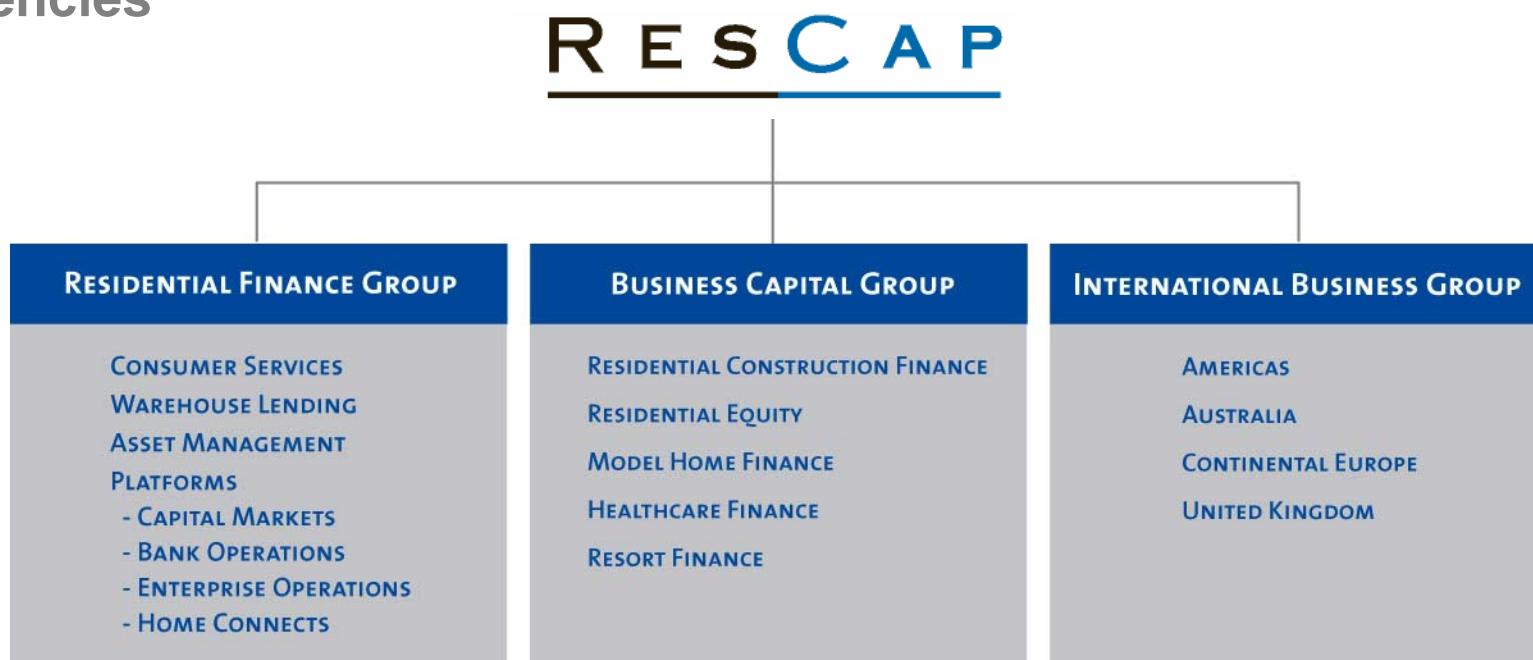
This material is provided solely for informational purposes and is not an offer to sell or a solicitation to buy any mortgage loans or securities of any kind. No representation is made that the information contained herein is accurate or complete or that any returns indicated will be achieved. All information provided herein is unaudited. The information contained herein is provided without warranty of any kind, express or implied, and GMAC-RFC expressly disclaims any warranties of merchantability or fitness for a particular purpose, title or non-infringement. GMAC-RFC will not accept responsibility for any damages, financial or otherwise, sustained by any person or entity resulting directly or indirectly from information contained herein.

# Corporate Structure



# Diversified Mortgage Enterprise

- **ResCap is diversified across most sectors of the residential mortgage market**
  - Well positioned to capitalize on market opportunities across the mortgage spectrum
- **ResCap has obtained separate investment grade credit ratings as an independent finance subsidiary of GMAC from all four rating agencies**



# ResCap Credit Ratings

ResCap maintains separate investment grade credit ratings as an independent finance subsidiary of GMAC

	Short-Term	Long-Term	Outlook
DBRS	R-3	BBB (low)	Stable
Fitch	F-2	BBB	Negative
Moody's	P-3	Baa3	Negative
S&P	A-3	BBB-	Stable

*Note: Ratings shown are current as of 6/6/2007*

# U.S. and International Securitization

**GMAC RFC**

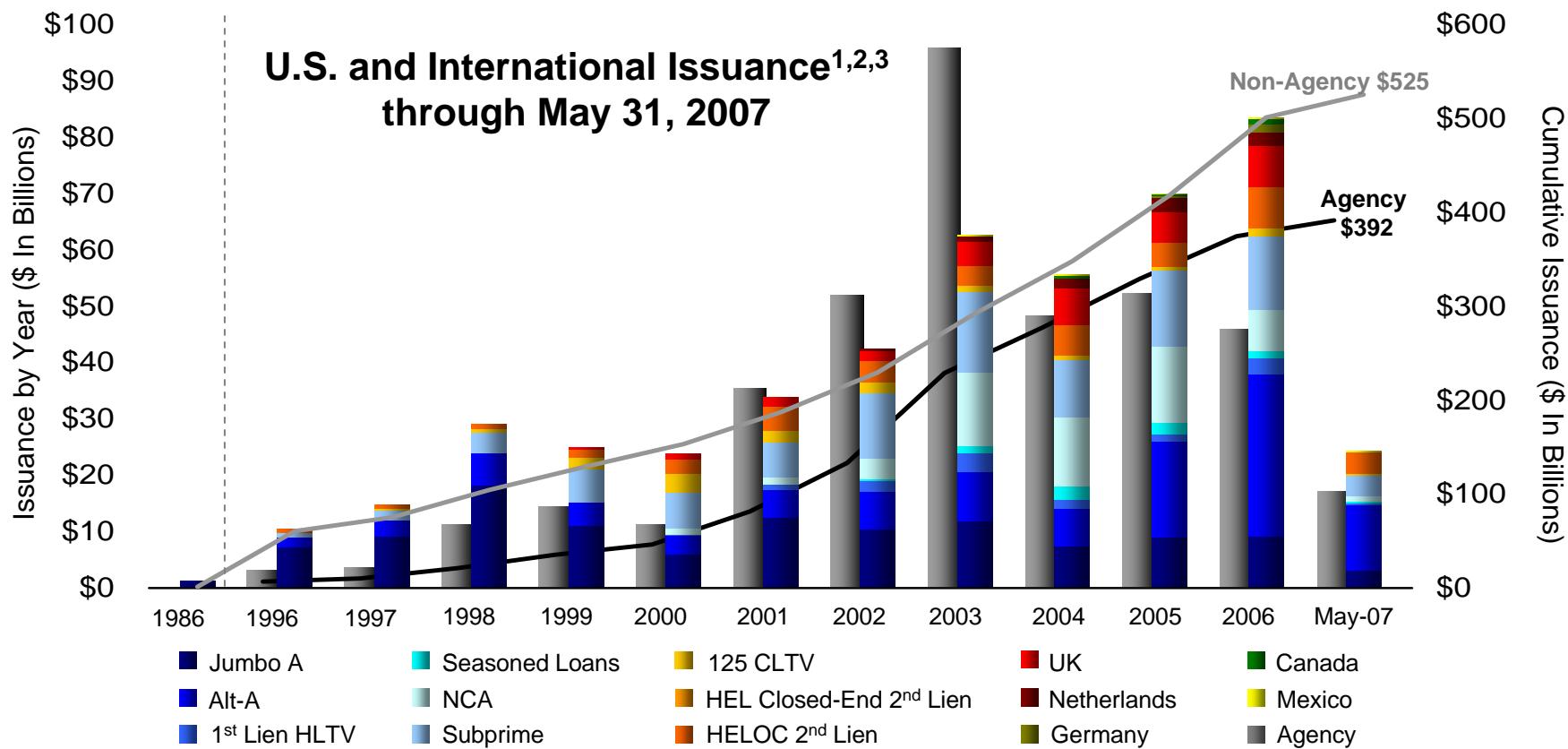


# U.S. Business Model

## Vertically integrated business model

- **Multiple origination channels**
  - Correspondent, broker, retail originations
- **Diversified mortgage products**
  - Prime to non-prime, newly originated to seasoned, performing and non-performing
- **Broad distribution capabilities to meet investor needs**
- **Top tier servicing capabilities across all asset types**

# Issuance Activity



1) Does not include NIMS, resecuritizations, private issuance or whole loan sales.

2) Source: [www.gmacrfc.com](http://www.gmacrfc.com) and [www.gmacmbond.com](http://www.gmacmbond.com).

3) GMAC-RFC began issuing non-agency securities in 1986.

# U.S. Securitization Programs

GMAC-

RFC

	Newly Originated 1 <sup>st</sup> Lien				Seasoned	Newly Originated 2 <sup>nd</sup> Lien		
Issuer	RFMSI S & SA	RALI QS, QA QO & QH	RAMP RZ	RAMP RS, EFC & NC	RASC KS, AHL & EMX	RAAC SP	RFMSII HI	RFMSII HS & HSA
Product	Jumbo A	Alt-A	High LTV First Lien Mortgages (107% max)	NCA (Negotiated Conduit Asset)	Subprime	Seasoned Portfolio Loans	High CLTV Second Lien Loans (125% max)	Home Equity Second Lien Loans & Lines
Credit Type	Prime	Prime	Prime	Non-Prime	Non-Prime	Prime to Non-Prime	Prime	Prime
Year of First Issue	1986	1995	2000	2000	1995	2004	1997	1996
YTD Issuance (in Millions)	\$3,105	\$11,617	\$340	\$883	\$3,757	\$357	\$258	\$2,679
Cumulative Issuance (in Billions)	\$144.2	\$101.5	\$12.6	\$53.0	\$91.3	\$3.9	\$12.4	\$14.7

*Issuance through May 31, 2007. Issuance excludes NIMS, resecuritizations, private issuance or whole loan sales.*

# U.S. Securitization Programs

GMAC Residential

Issuer	Newly Originated 1 <sup>st</sup> Lien Seasoned			Newly Originated 2 <sup>nd</sup> Lien	
	GMACM J & AR	GMACM AF & AA	GMACM GH	GMACM HLTV	GMACM HE
Product	Non-Conforming Jumbo A	Alt-A	Scratch & Dent	High CLTV Second Lien Loans (125% max)	Home Equity Second Lien Loans & Lines
Credit Type	Prime	Prime	Prime	Prime	Prime
Year of First Issue	1999	2005	2001	2000	2000
YTD Issuance (in Millions)	\$0	\$0	\$0	\$0	\$1,186
Cumulative Issuance (in Billions)	\$20.5	\$0.8	\$0.9	\$2.2	\$24.0

*Issuance through May 31, 2007. Issuance excludes NIMS, resecuritizations, private issuance or whole loan sales.*

# International Securitization Programs

## International 1<sup>st</sup> Lien Programs

Issuer	RMAC UK	CMAC Canada	MXMAC Mexico	EMAC Netherlands	EMAC Germany
Product	Non- Conforming	Alt-A	Subprime	Conventional	Alt-A
Credit Type	Prime to Non-Prime	Prime	Non-Prime	Prime	Prime
Year of First Issue	1998	2004	2003	2002	2005
YTD Issuance (in Millions)	\$0	\$0	\$87	\$0	\$0
Cumulative Issuance (in Billions)	\$27.8	\$1.6	\$0.6	\$8.1	\$1.8

*Issuance in U.S. dollars through May 31, 2007. Issuance excludes NIMS, resecuritizations, private issuance or whole loan sales.*

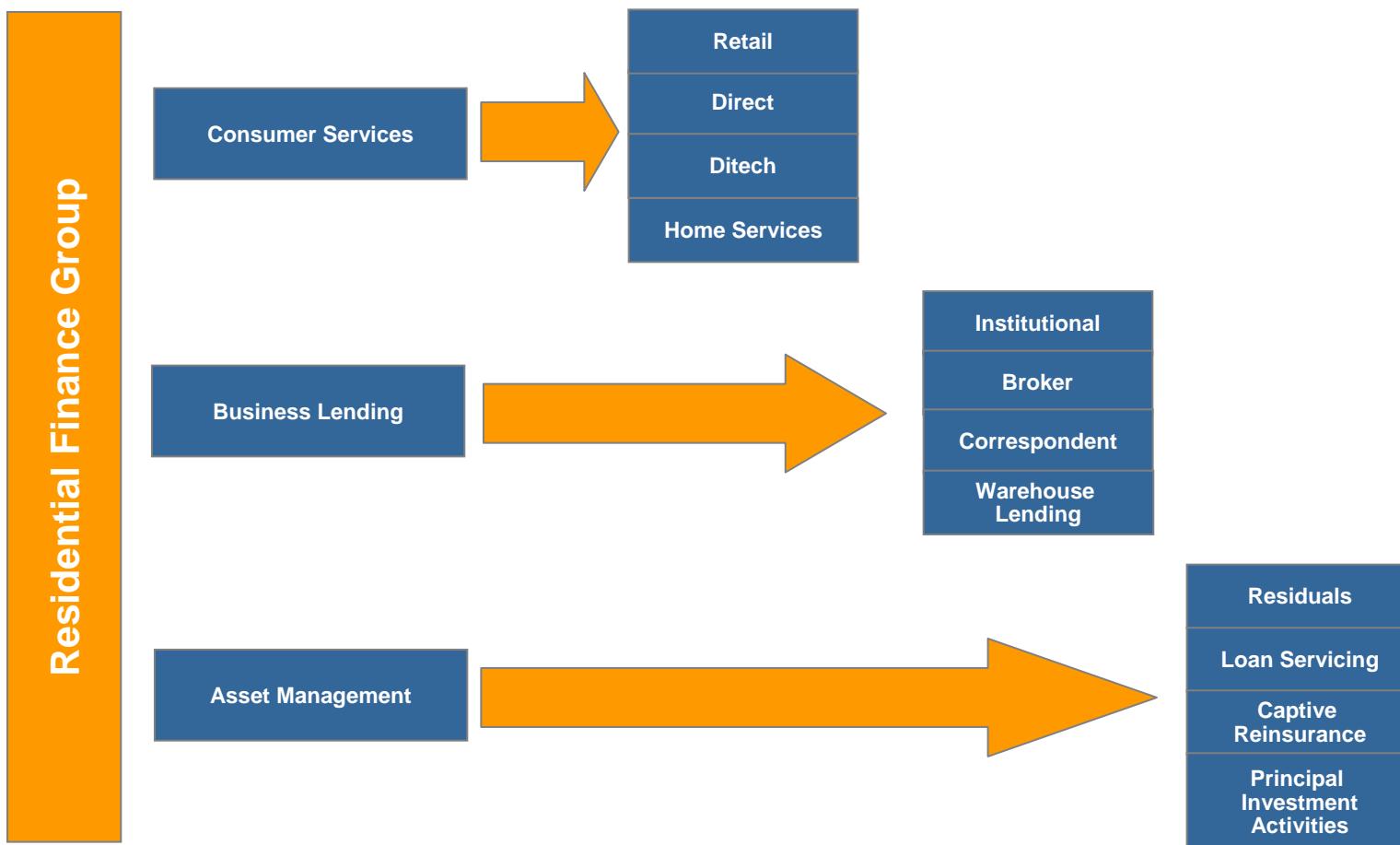
# U.S. Residential Finance Group Securitization

**GMAC RFC**



# RFG Overview

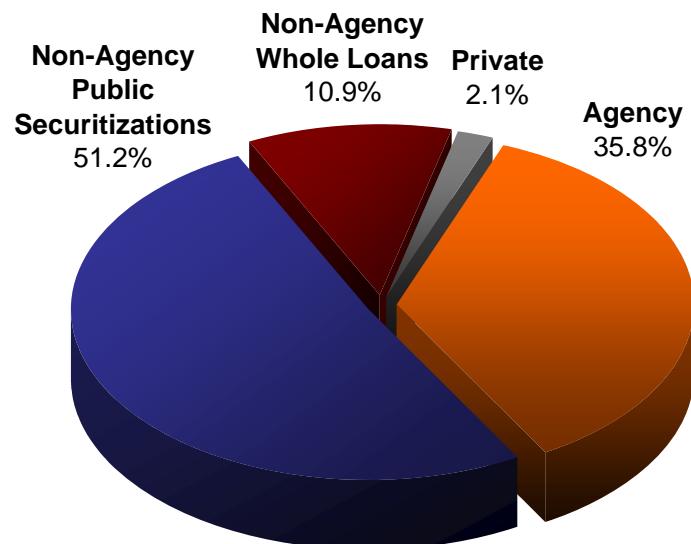
## Diversified Revenue Sources



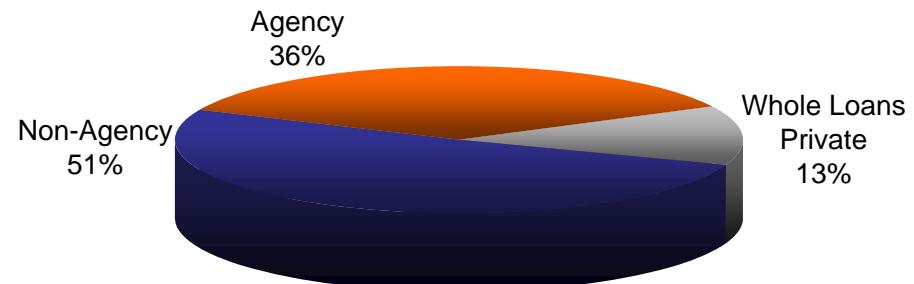
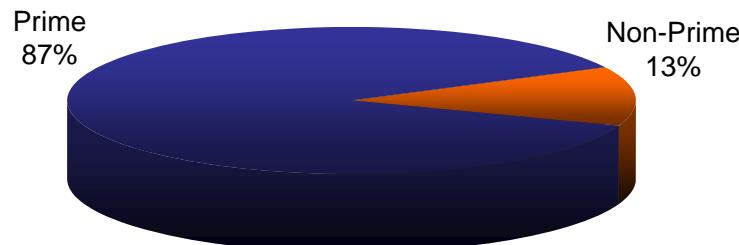
# Securitization and Investment Strategies

- Diversified sources of funding
- Flexibility in our approach to distribution of product and management of our balance sheet
- Risk/reward structuring decisions are based on a return on economic capital (ROEC) perspective
- We invest in less liquid assets and pieces of the capital structure
- ResCap's portfolio retained residual risk on 12.3% of 2006 distribution volume

**Distribution through 5/31/07**  
**\$47.3 Billion**



# Issuance Volume



Shelf	2007 YTD* Issuance (\$B)	Deal Count	%	2006 YTD* Issuance (\$B)	2006 Full Year Issuance (\$B)
RFMSI (Jumbo A)	\$3.1	7	6.6%	\$1.6	\$7.7
GMACM (Jumbo A)	\$0.0	0	0.0%	\$1.4	\$1.4
RALI (Alt-A, Option Arms)	\$11.6	21	24.6%	\$9.5	\$28.8
RAMP RS (Negotiated Assets)	\$0.9	2	1.9%	\$5.2	\$7.3
RAMP RZ (High LTV)	\$0.3	1	0.7%	\$0.9	\$3.0
RASC (Subprime)	\$3.8	5	7.9%	\$6.2	\$13.0
RAAC SP (Seasoned)	\$0.4	1	0.8%	\$0.6	\$1.3
RFMSII (Prime Seconds)	\$2.9	4	6.2%	\$1.6	\$3.0
GMACM (Prime Seconds)	\$1.2	1	2.5%	\$1.5	\$5.7
<b>NON-AGENCY PUBLIC:</b>	<b>\$24.2</b>	<b>42</b>	<b>51.2%</b>	<b>\$28.5</b>	<b>\$71.2</b>
<b>AGENCY:</b>	<b>\$16.9</b>		<b>35.8%</b>	<b>\$16.4</b>	<b>\$45.9</b>
<b>WHOLE LOANS/PRIVATE:</b>	<b>\$6.1</b>		<b>13.0%</b>	<b>\$6.5</b>	<b>\$23.9</b>
<b>TOTAL:</b>	<b>\$47.3</b>		<b>100.0%</b>	<b>\$51.4</b>	<b>\$141.0</b>

Year-to-date issuance through May 31. Prime includes Agency, public and private Non-Agency (RFMSI, RALI, RFMSII & GMACM). Non-Prime includes public and private Non-Agency (RAMP RS, RAMP RZ, RASC, RAAC). Single seller deals for EFC and NC are included in RAMP RS and EMX deals are included in RASC KS.

# MBS Shelves

Series	RFMSI			RALI		RAAC	
	SA	S	QA	QS	QO	QH	SP*
<b>Product</b>	Jumbo A ARM	Jumbo A Fixed	Alt-A ARM	Alt-A Fixed	Payment Option ARMs	Hybrid Payment Option ARMs	Seasoned Portfolio
<b>Principal Balance Average</b>	\$491,767	\$492,059	\$338,398	\$251,245	\$365,364	\$378,964	\$165,328
<b>% ARMS</b>	100%	0%	100%	0%	100%	100%	48%
<b>WA FICO</b>	733	736	708	707	702	714	696
<b>WA LTV %</b>	71%	70%	77%	74%	75%	73%	78%*
<b>Reduced Doc %</b>	43%	38%	81%	76%	94%	89%	31%
<b>Reduced Doc WA FICO</b>	743	739	708	707	702	713	689
<b>Interest Only %</b>	89%	33%	87%	45%	NA	NA	18%
<b>Interest Only WA FICO</b>	738	738	708	707	NA	NA	704
<b>Non-Owner Occupied %</b>	0%	0%	13%	16%	10%	9%	10%
<b>California %</b>	37%	37%	35%	18%	58%	60%	16%

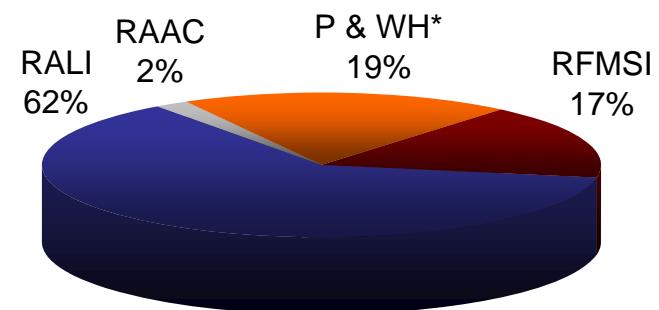
*Information through April 30, 2007.*

*\*SP may include MBS or ABS seasoned loans and WA LTV is as of loan origination.*

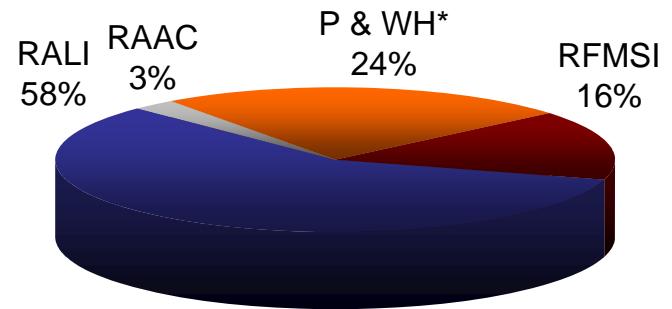
# MBS Issuance Volume

Shelf & Series	2007 YTD* Deal Count	2007 YTD* Issuance (\$B)	2006 Issuance (\$B)
RFMSI S Series (Jumbo FRM):	4	\$2.41	\$6.80
RFMSI SA Series (Jumbo ARM):	3	\$0.70	\$0.91
Private & Whole Loan:	3	\$0.15	\$2.56
<b>RFMSI Total:</b>	<b>10</b>	<b>\$3.26</b>	<b>\$10.27</b>
RALI QS Series (Alt-A FRM):	7	\$5.60	\$12.76
RALI QA Series (Alt-A ARM):	4	\$1.92	\$5.55
RALI QO Series (POA):	4	\$1.97	\$10.10
RALI QH Series (HyPOA):	5	\$2.13	\$0.34
Private & Whole Loan:	16	\$2.41	\$7.96
<b>RALI Total:</b>	<b>36</b>	<b>\$14.02</b>	<b>\$36.72</b>
RAAC SP Series (Seasoned Portfolio):	1	\$0.36	\$1.3
Private & Whole Loan:	3	\$1.00	\$1.3
<b>RAAC Total:</b>	<b>4</b>	<b>\$1.35</b>	<b>\$2.58</b>
<b>TOTAL PUBLIC:</b>	<b>28</b>	<b>\$15.08</b>	<b>\$37.73</b>
<b>PRIVATE &amp; WHOLE LOAN:</b>	<b>22</b>	<b>\$3.56</b>	<b>\$11.84</b>
<b>TOTAL:</b>	<b>50</b>	<b>\$18.64</b>	<b>\$49.56</b>

## 2007 YTD Issuance %

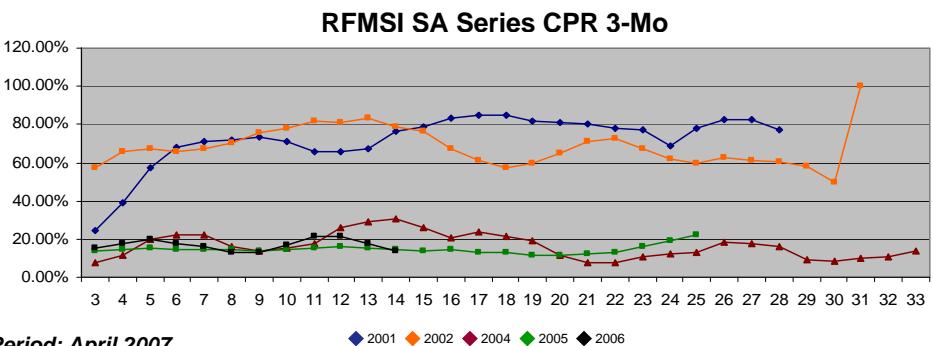
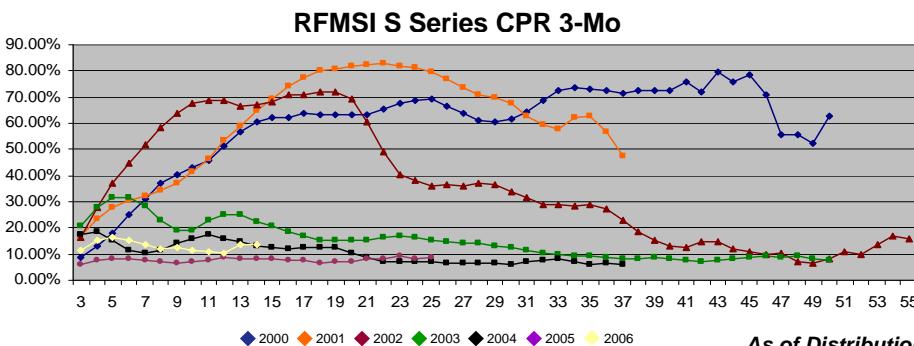
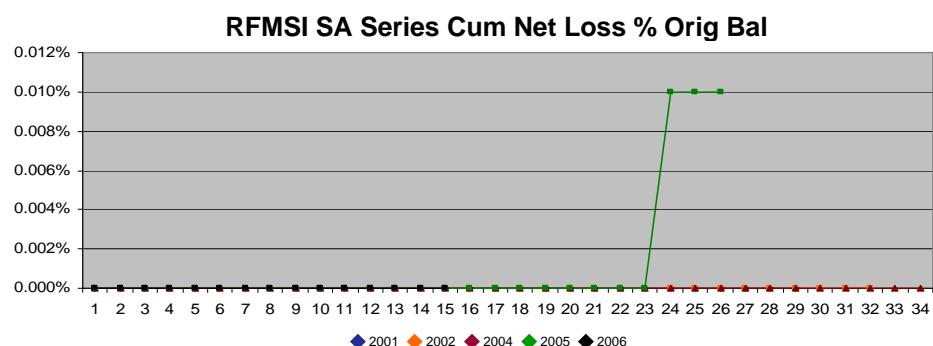
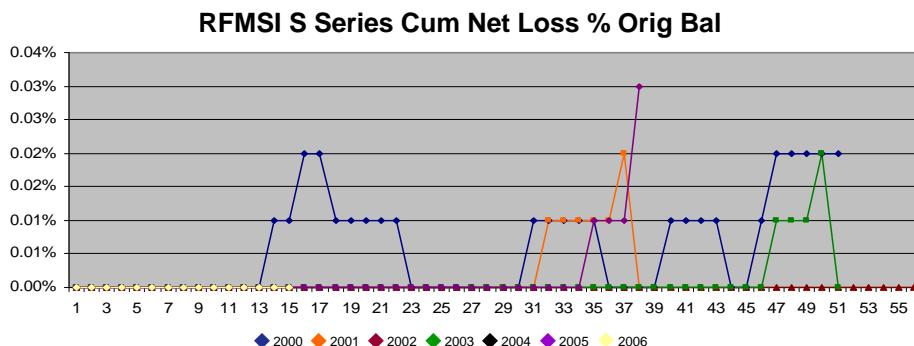
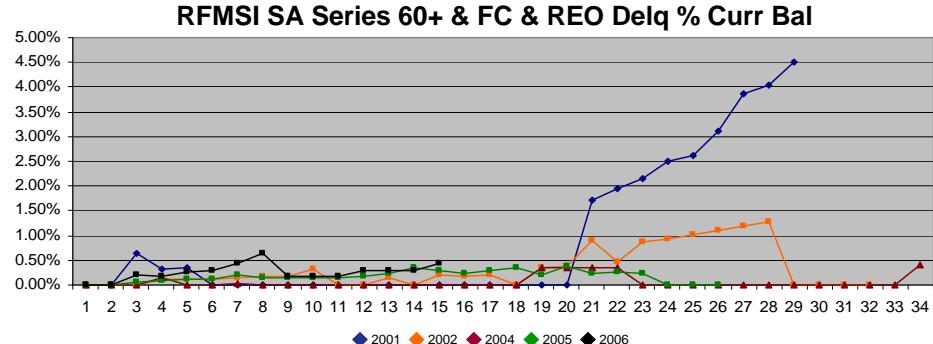
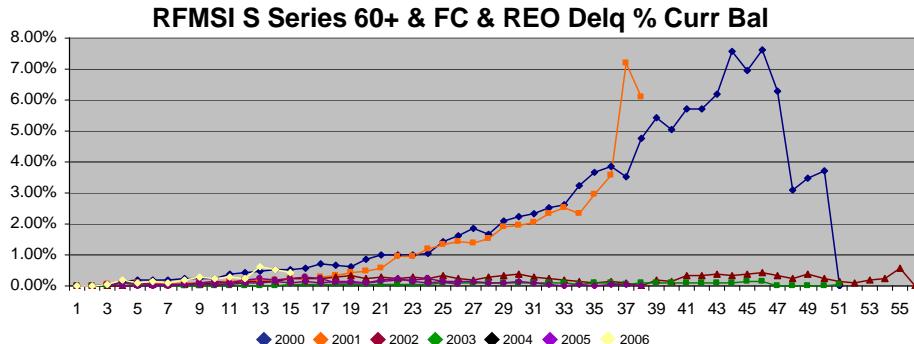


## 2006 Full Year Issuance %

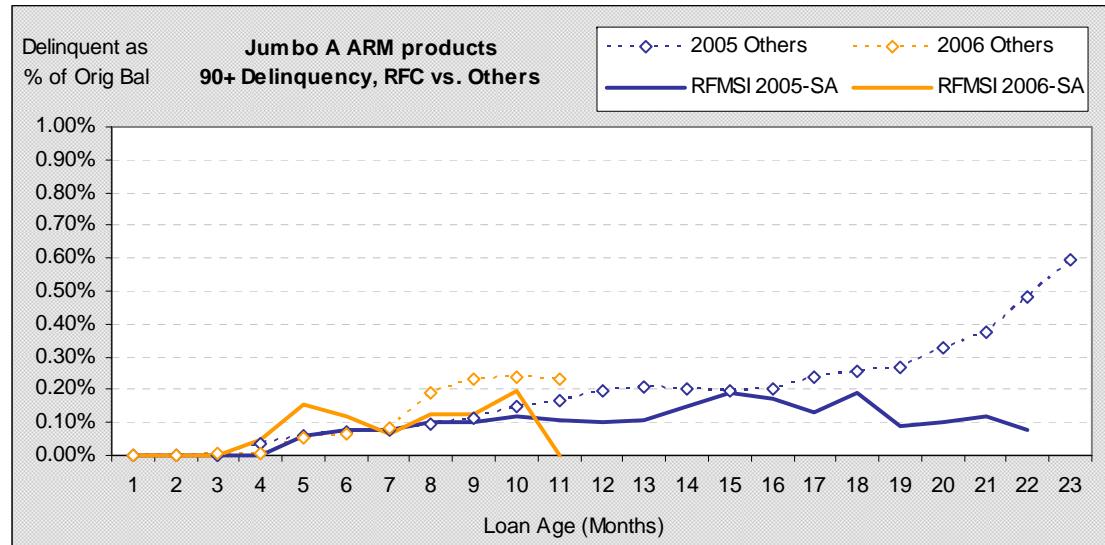
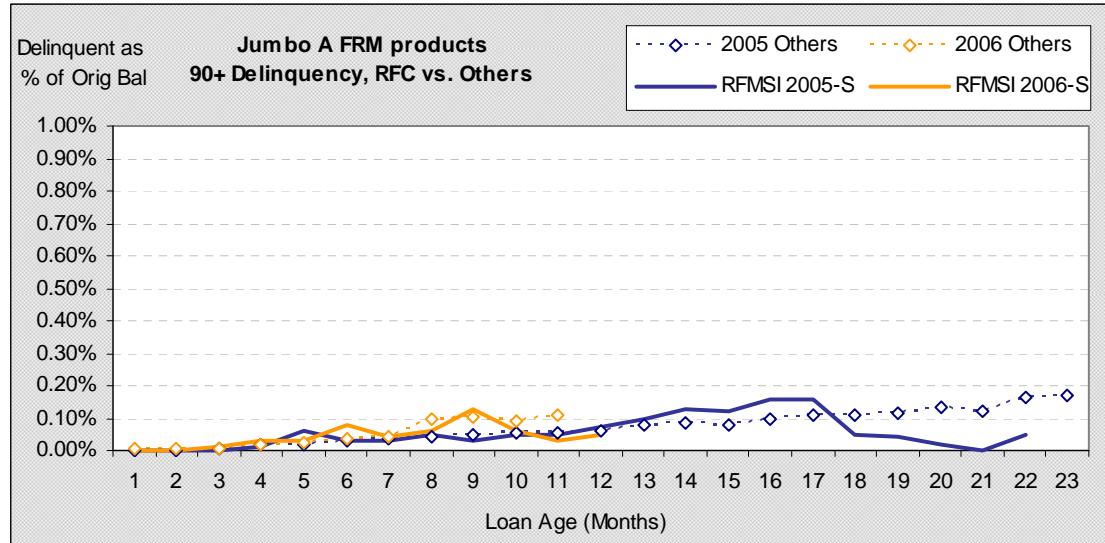


\*Year-to-date issuance through May 31, 2007. P & WH Represents Private & Whole Loan.

# RFMSI S & SA Series Performance Summary



# Performance Summary – Jumbo A Products



Source:  
Loan Performance  
December 2006

## Jumbo A Policy Changes (RFMSI Shelf)

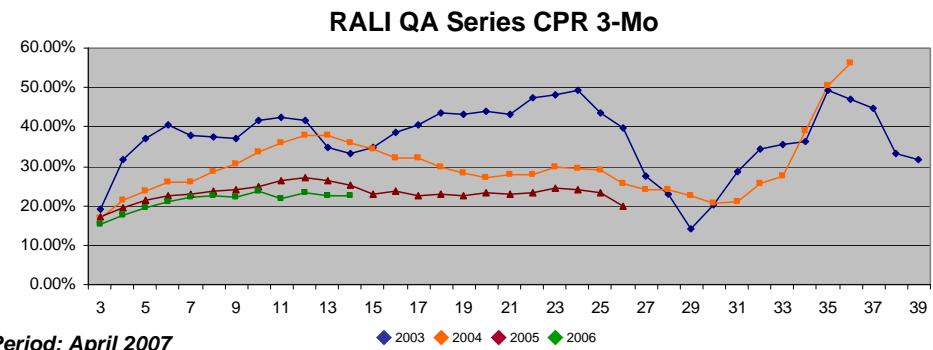
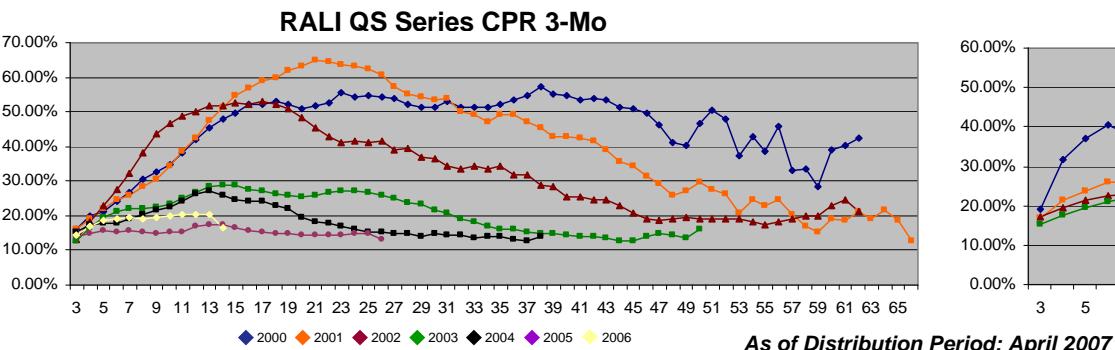
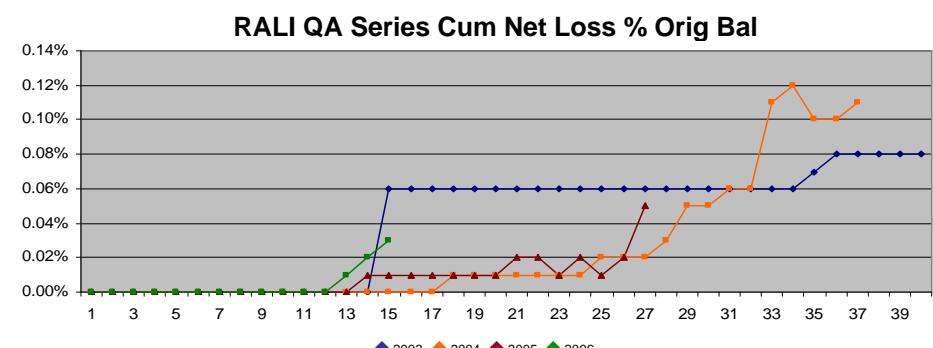
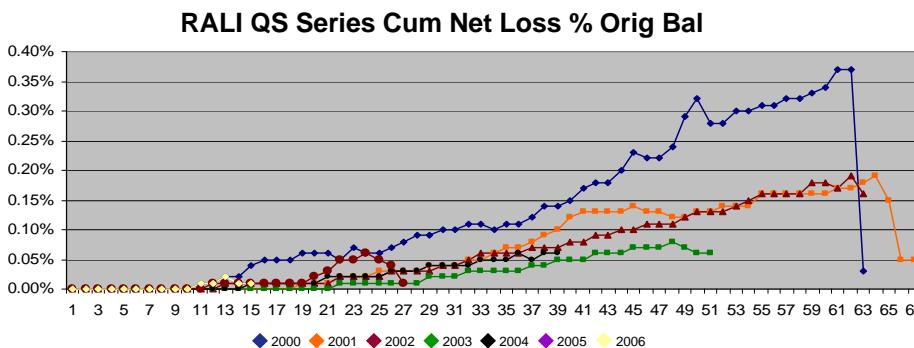
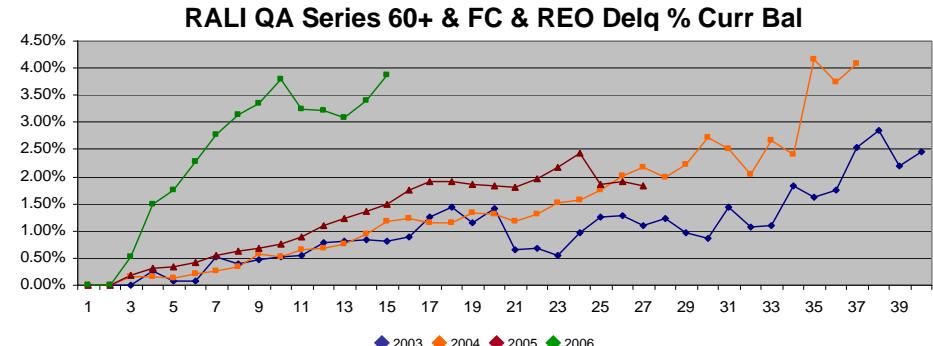
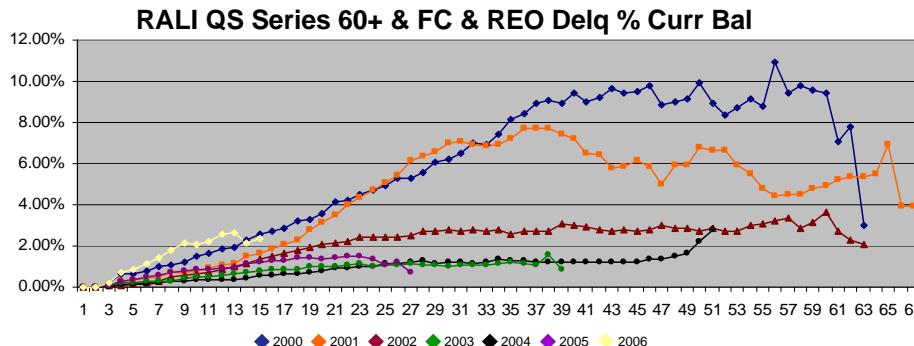
### Jumbo A - eliminated criteria:

- Loans with CLTV's >95% (new max 95%)
- Loan amounts less than \$150,000

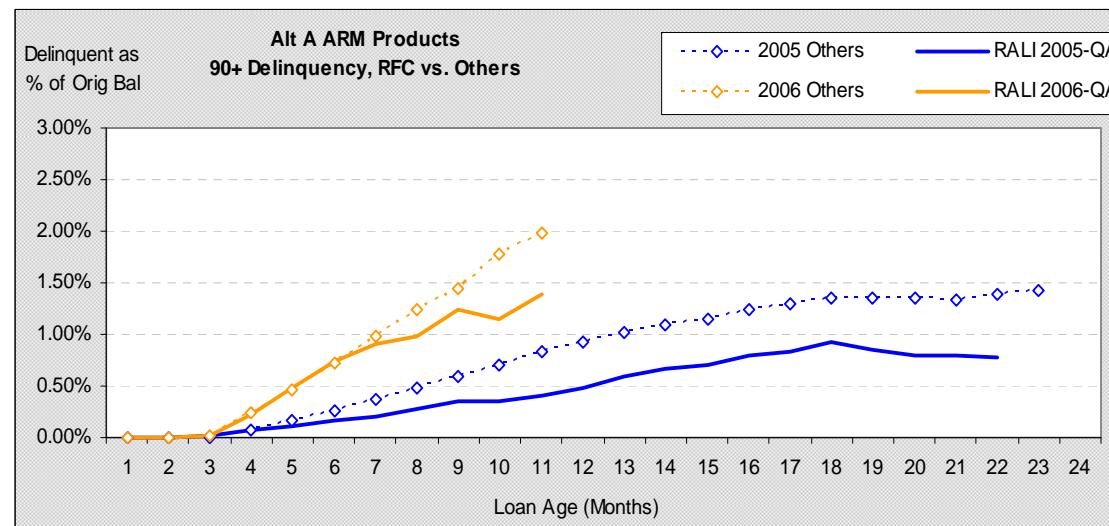
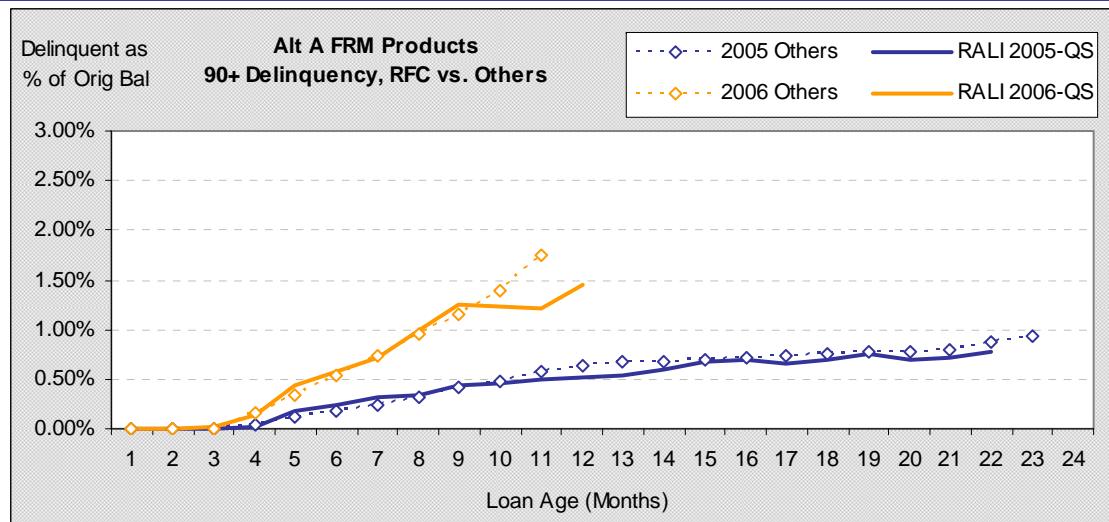
### Other Jumbo A criteria changes:

- All Full Document loans require 2 months reserves
- All Stated Document loans require 6 months reserves

# RALI QS & QA Series Performance Summary



# Performance Summary – Alt A Products



Source:  
Loan Performance  
December 2006

# Alt-A Credit Policy Changes (RALI Shelf)

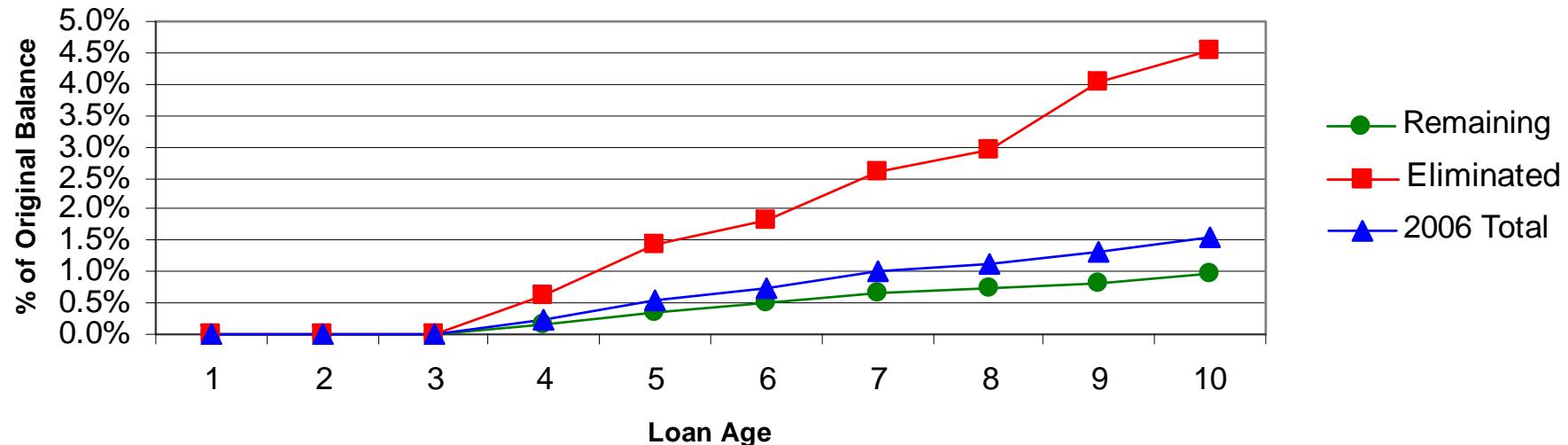
## Alt-A eliminated Criteria

Loans with CLTV's >95% for the following segments:

- FICO's below 660, all document types (New max 95%)
- Loan amounts > \$1M for all FICO's and all document types (New max 95%)
- Second Homes for all FICO's and document types (New max 95%)
- Non-Owner Occupied for all FICO's and document types (New max 95%)
- Cash-out transactions for all FICO's and document types (New max 95%)
- All Stated Income loans with FICO's > 660 (New max 95%)
- All Stated Income loans with FICO's < 660 (New max 90%)

# Alt-A Credit Tightening – Performance Impact

## Alt-A 2006 Vintage 90+ Delinquency

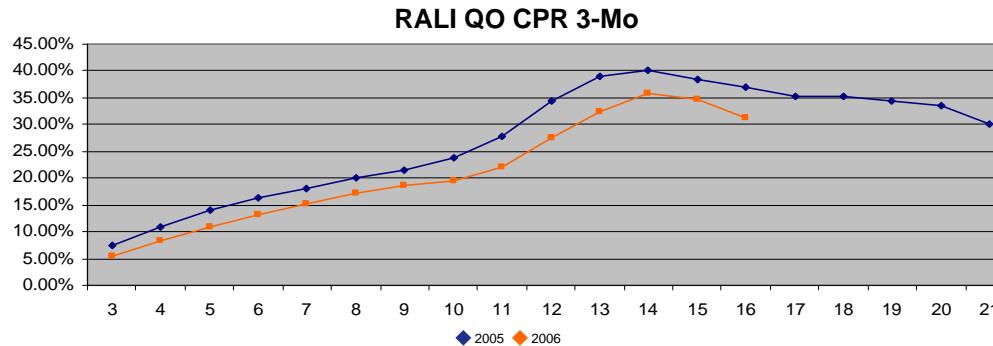
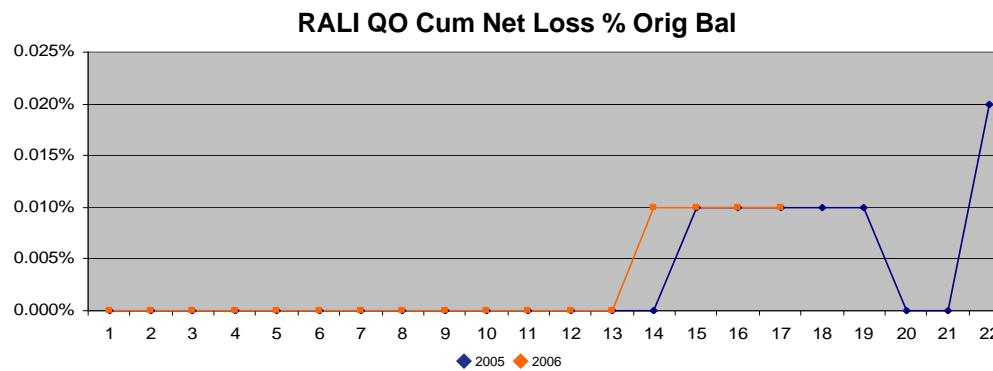
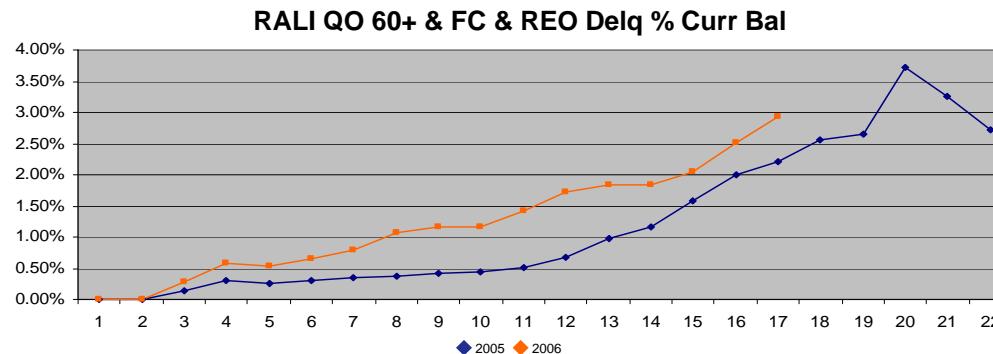


### 2006 Alt-A

	Eliminated Volume	Remaining Volume	2006 Total
Purchase Balance	\$4,394,523,053	\$17,644,099,641	\$22,038,622,693
% of Volume	20%	80%	100.00%
Weighted Average FICO	704	712	710
Weighted Average LTV	80	74	75
Weighted Average CLTV	100	80	84
Reduced Income Doc %	91%	73%	76%
Actual EPD Rate	2.02%	0.66%	0.93%

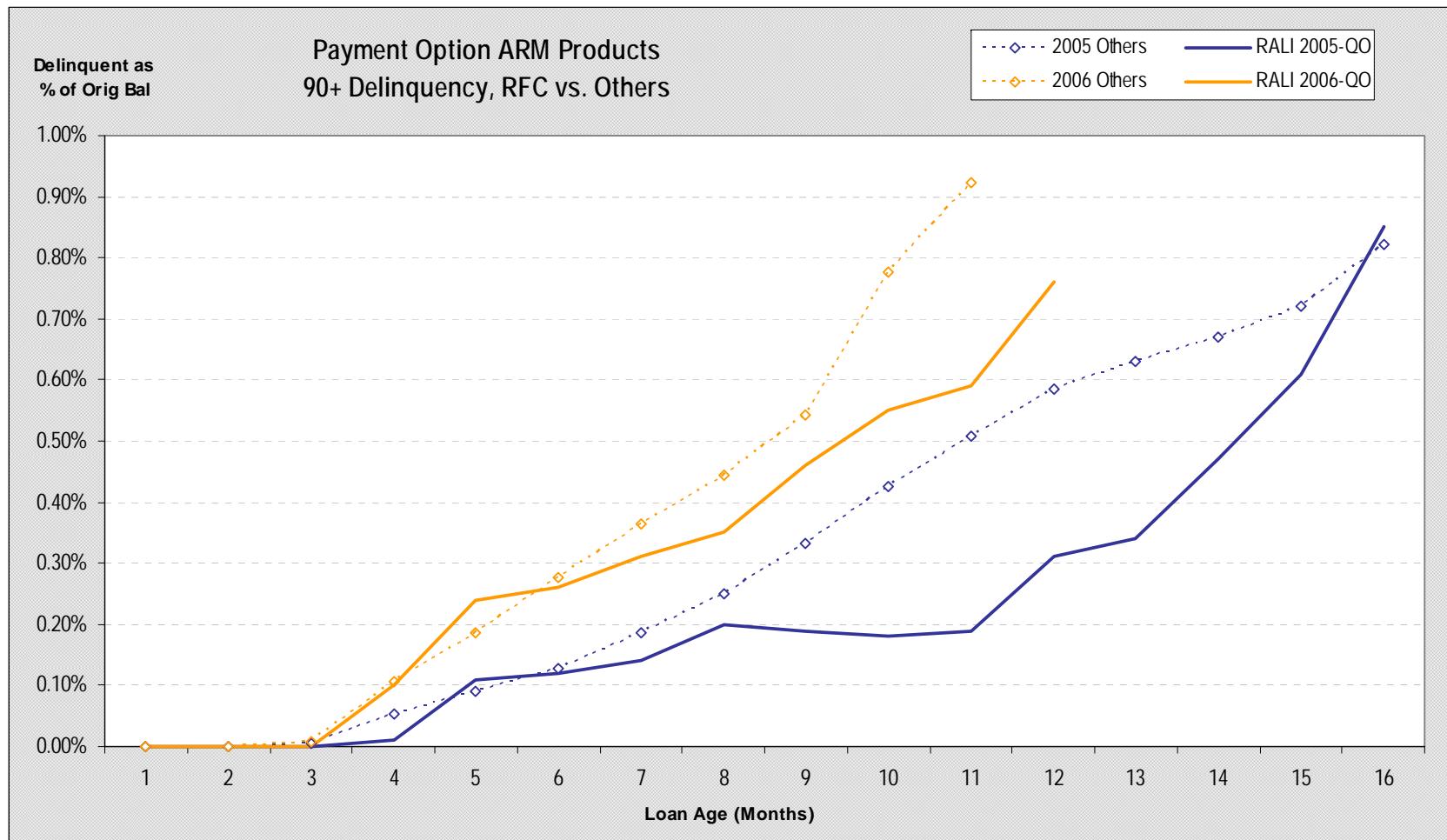
EPD defined as 60+ delinquency at month four of the loan. Excludes GMAC Residential.

# RALI QO Series Performance Summary



As of Distribution Period: May 2007

# Performance Summary – POA Products



Source: Loan Performance December 2006.

# Alt-A Payment Option (RALI QA & QH)

## Payment Option eliminated criteria:

**Borrowers with a 1 x 30 mortgage delinquency in the last 12 months**

**Loans with LTV/CLTV's >90% for the following segments:**

- FICO's below 660, all document types (New max 90% CLTV)
- Second/Vacation Homes, all document types (New max 90% CLTV)
- SIVA and SISA where FICO's are below 700 (New max 90% CLTV)

**Loans with LTV/CLTV's >80% for the following segments:**

- SIVA and SISA, FICO's below 680 (New max 80% CLTV)
- Multi family, FICO's below 680 (New max 80% CLTV)

**Loans with LTV/CLTV's >75% for the following segments:**

- Non-Owner, FICO's below 660 (New Max 75% CLTV)
- SISA, FICO's below 660 (New Max 75% CLTV)

# Alt-A Credit Tightening – Performance Impact

## Additional Payment Option criteria changes:

### First Time Home Buyers (FTHB):

- Owner Occupied only
- Maximum LTV/CLTV 90%
- Stated Income requires FICO greater than 660 and 6 months reserves
- No SISA or No Ratio loans allowed
- 12 Month rental verification through canceled checks or bank statements

POA 2006 Fundings	Remaining	Eliminated	Total 2006
Purchase Balance	15,303,322,493	958,969,877	16,262,292,370
% of Volume	94%	6%	100%
Average Loan Amount	\$351,088	\$368,268	\$351,663
Weighted Average FICO	704	678	703
Weighted Average LTV	75	77	75
Weighted Average CLTV	79	81	79
<b>Actual 90+ Default</b>	<b>0.74%</b>	<b>1.81%</b>	<b>0.80%</b>
<b>Early Payment Default (90 @ 3)</b>	<b>0.11%</b>	<b>0.50%</b>	<b>0.14%</b>

*EPD defined as 60+ delinquency at month three of the loan. Excludes GMAC Residential.*

# ABS Shelves

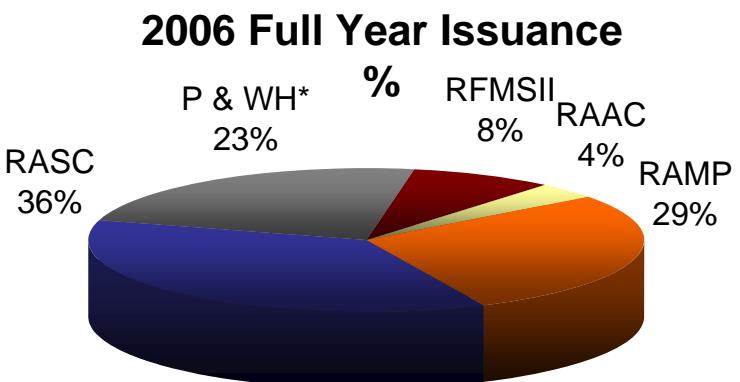
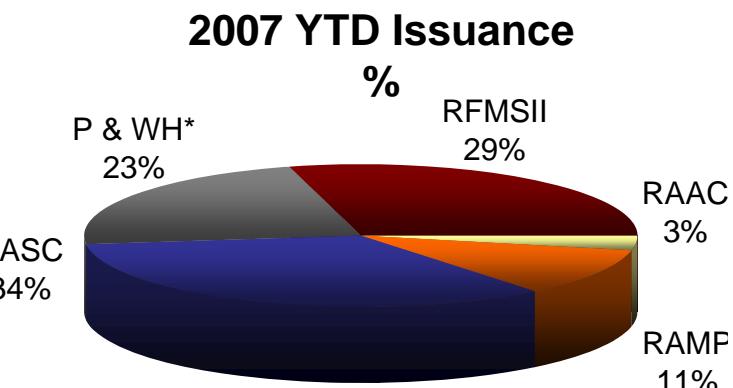
Series	RAAC	RAMP		RASC	RFMSII		
	SP*	RZ	RS	KS	HS/HSA	HS/HSA	HI
<b>Product</b>	Seasoned Portfolio	High LTV First Lien	Negotiated Conduit Assets	Subprime	Home Equity Second Lien Closed End Seconds	Home Equity Second Lien Lines of Credit	High CLTV Second Liens
<b>Principal Balance Average</b>	\$165,328	\$181,194	\$233,393	\$168,126	\$54,001	\$57,652	\$49,803
<b>% ARMS</b>	48%	71%	39%	73%	0%	100%	0%
<b>WA FICO</b>	696	671	680	618	701	701	702
<b>WA LTV/CLTV %</b>	78%*	100%	85%	83%	94%	87%	117%
<b>Reduced Doc %</b>	31%	35%	68%	43%	72%	69%	1%
<b>Reduced Doc WA FICO</b>	689	702	683	635	699	701	709
<b>Interest Only %</b>	18%	21%	49%	13%	19%	61%	1%
<b>Interest Only WA FICO</b>	704	711	683	647	699	706	702
<b>Non-Owner Occupied %</b>	10%	14%	20%	4%	13%	4%	1%
<b>California %</b>	16%	8%	16%	15%	25%	37%	2%

*Information through April 30, 2007*

*\*SP may include MBS or ABS seasoned loans and WA LTV is as of loan origination.*

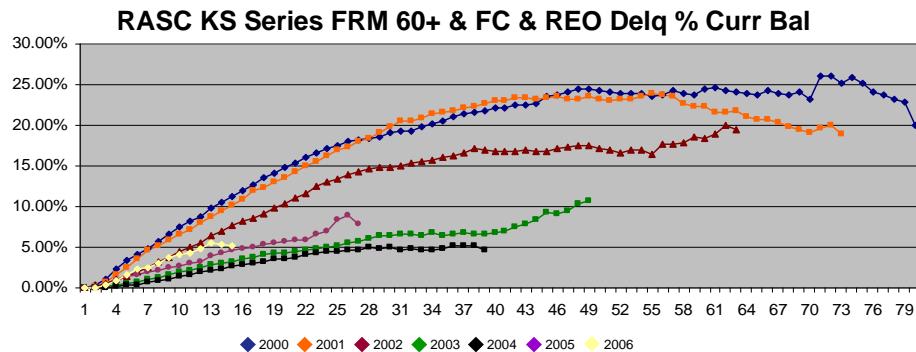
# ABS Issuance Volume

Shelf & Series	2007 YTD* Deal Count	2007 YTD* Issuance (\$B)	2006 Issuance (\$B)
RAAC SP Series (Seasoned Portfolio):	1	\$0.36	\$1.3
Private & Whole Loan:	3	\$1.00	\$1.3
<b>RAAC Total:</b>	<b>4</b>	<b>\$1.35</b>	<b>\$2.58</b>
RAMP RS Series (NCA):	2	\$0.88	\$4.44
RAMP RZ Series (HTLV):	1	\$0.34	\$2.99
RAMP EFC Series:	0	\$0.00	\$1.01
RAMP NC Series:	0	\$0.00	\$1.83
RAMP Private & Whole Loan:	0	\$0.20	\$0.00
<b>RAMP Total:</b>	<b>3</b>	<b>\$1.22</b>	<b>\$10.27</b>
RASC KS Series (Subprime):	4	\$3.01	\$7.29
RASC EMX Series:	1	\$0.75	\$5.75
Private & Whole Loan:	0	\$0.00	\$2.41
<b>RASC Total:</b>	<b>5</b>	<b>\$3.76</b>	<b>\$15.45</b>
RFMSII HI Series (125 CLTV):	1	\$0.26	\$1.20
RFMSII HS and HSA Series (CES/HELOC):	3	\$2.68	\$1.81
Private & Whole Loan:	5	\$1.34	\$4.63
<b>RFMSII Total:</b>	<b>9</b>	<b>\$4.27</b>	<b>\$7.64</b>
<b>TOTAL PUBLIC:</b>	<b>13</b>	<b>\$8.27</b>	<b>\$27.58</b>
<b>PRIVATE &amp; WHOLE LOAN:</b>	<b>8</b>	<b>\$2.53</b>	<b>\$8.36</b>
<b>TOTAL:</b>	<b>21</b>	<b>\$10.81</b>	<b>\$35.94</b>

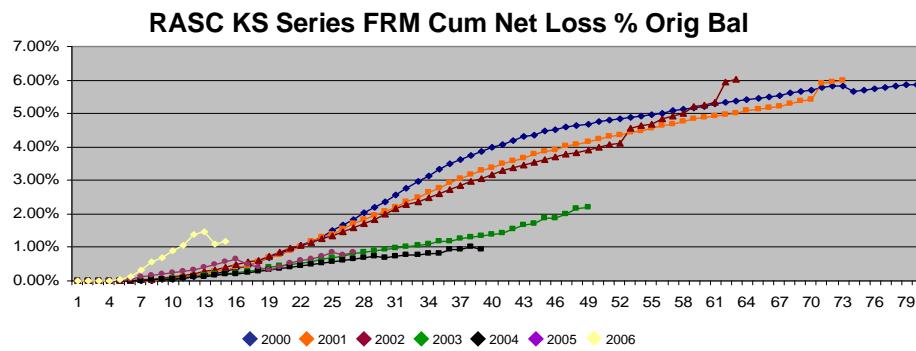
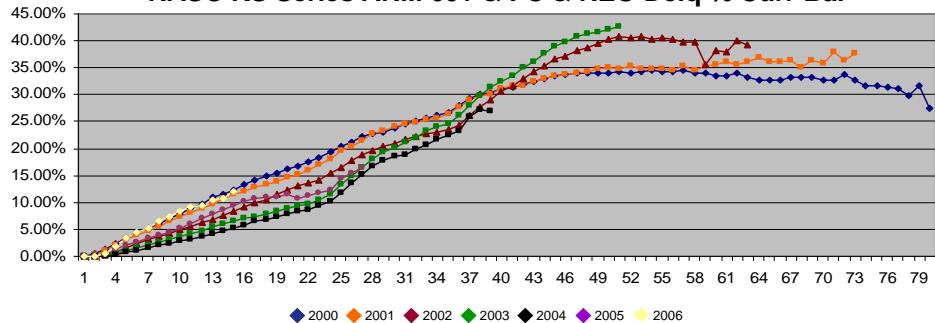


\*Year-to-date issuance through May 31, 2007. P & WH Represents Private & Whole Loan.

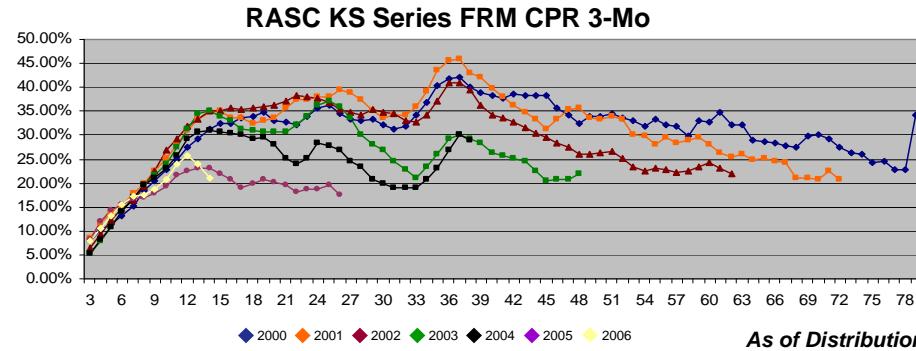
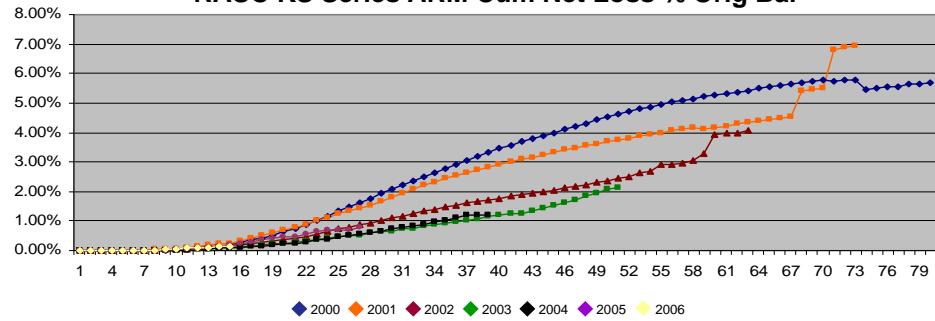
# RASC KS Series Performance Summary



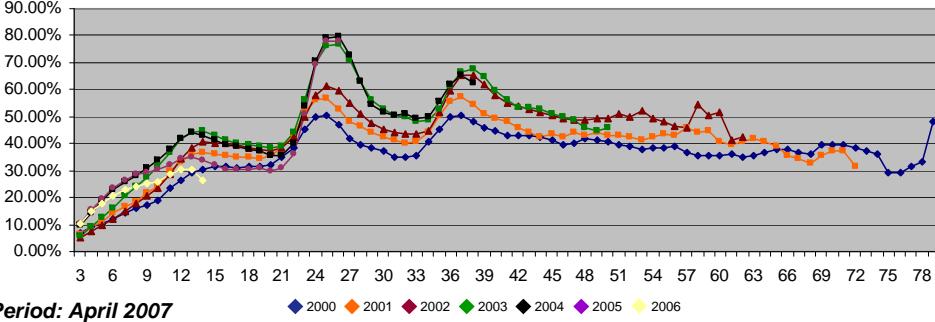
**RASC KS Series ARM 60+ & FC & REO Delq % Curr Bal**



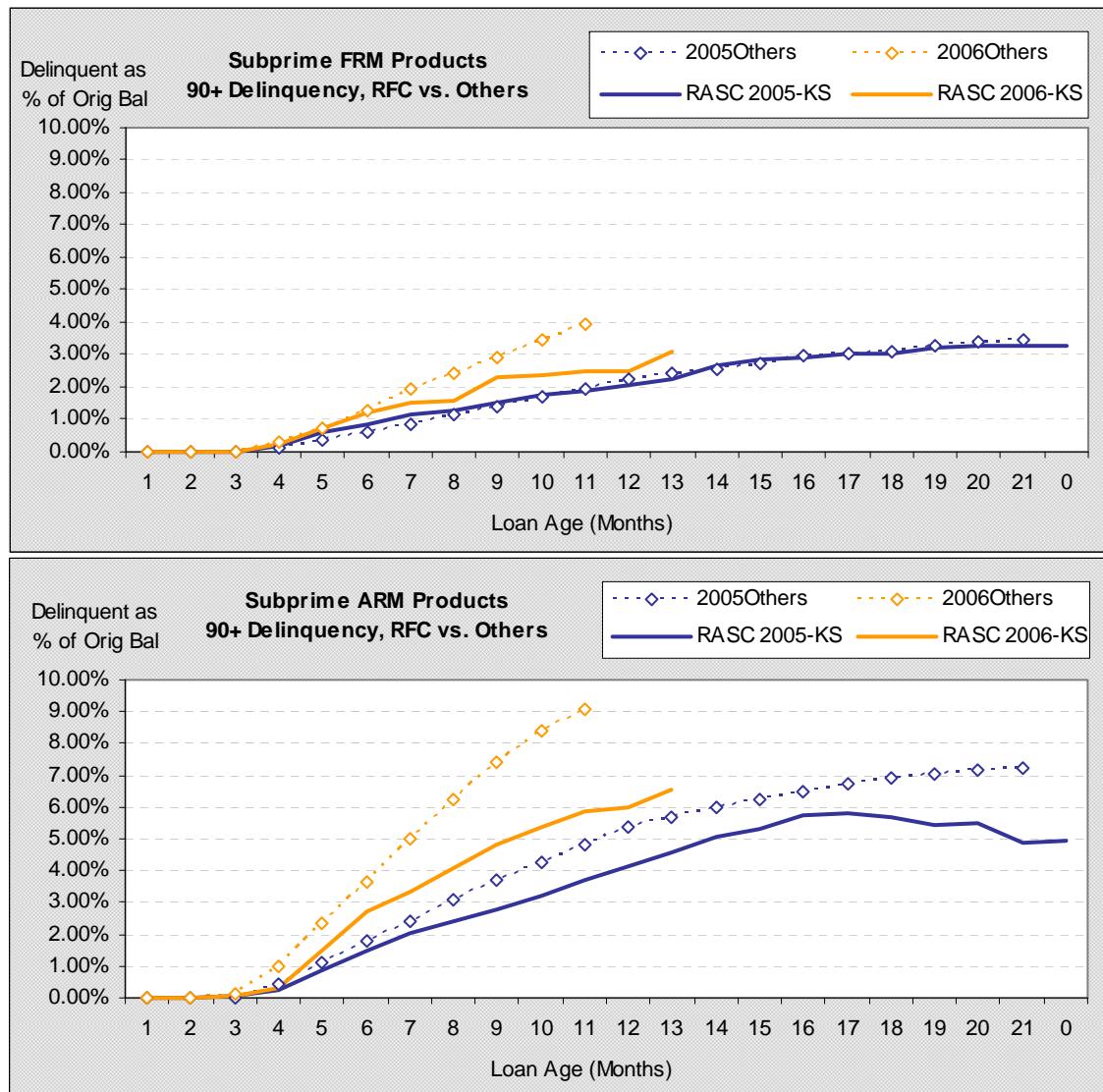
**RASC KS Series ARM Cum Net Loss % Orig Bal**



**RASC KS Series ARM CPR 3-Mo**



# Performance Summary – Subprime Products



Source:  
Loan Performance  
December 2006

# Subprime Credit Policy Changes (RASC Shelf)

## Subprime eliminated criteria

- Loans with secondary financing and CLTV's > 95% (80/20 combo loans)
- All Second lien loans
- Full Doc > 95% LTV
- Stated Doc > 90% LTV
- All loans with FICO's < 540
- A5/Ax Credit Grade Full Doc > 90% LTV/CLTV
- A5/Ax Credit Grade Stated Doc 86-95% LTV/CLTV
- AM Credit Grade FICO 560-599 86-90% LTV/CLTV
- 40 Year program for Non-Owner Occupied properties
- Reduced maximum LTV/CLTV by 10% for wage earners from stated doc published criteria (Min FICO 580 and max LTV/CLTV of 80%)

# Subprime Credit Policy Changes (RASC Shelf)

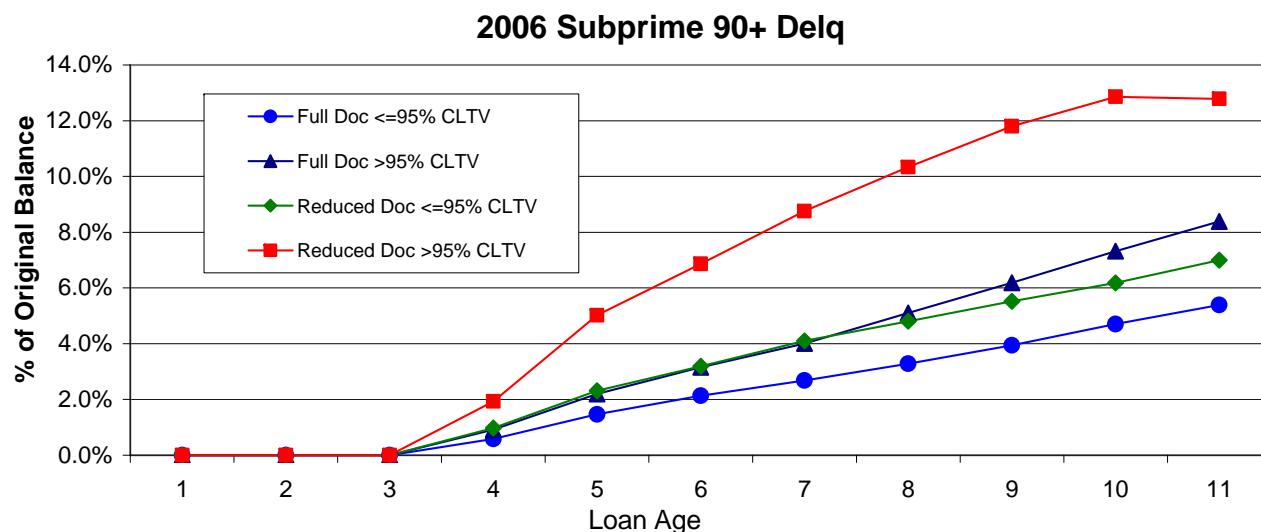
## Additional Subprime criteria changes

- First Interest rate cap 1.5% (Previously 3%)
- All Loans with a LTV/CLTV > 90%
  - Raised the minimum FICO to 620
  - Maximum of 50% DTI
  - Interest Only maximum of 45% DTI
  - Require \$2,000 residual income
  - Minimum loan balance is \$100,000
- All Non-Owner Occupancy loans
  - Require \$2,000 residual income
  - Maximum of 50% DTI
- Maximum seller concessions of 3% (from 6%)
- Owner Occupied Properties
  - Loan amounts less than \$75,000 have maximum LTV/CLTV of 75%
- Non Owner Occupied or Second Homes in IN, OH, MI and IL
  - Minimum loan amount of \$100,000

# Problem Loan Triage

## Current versus 60+ Delinquent Borrower Comparison as of 1/31/07

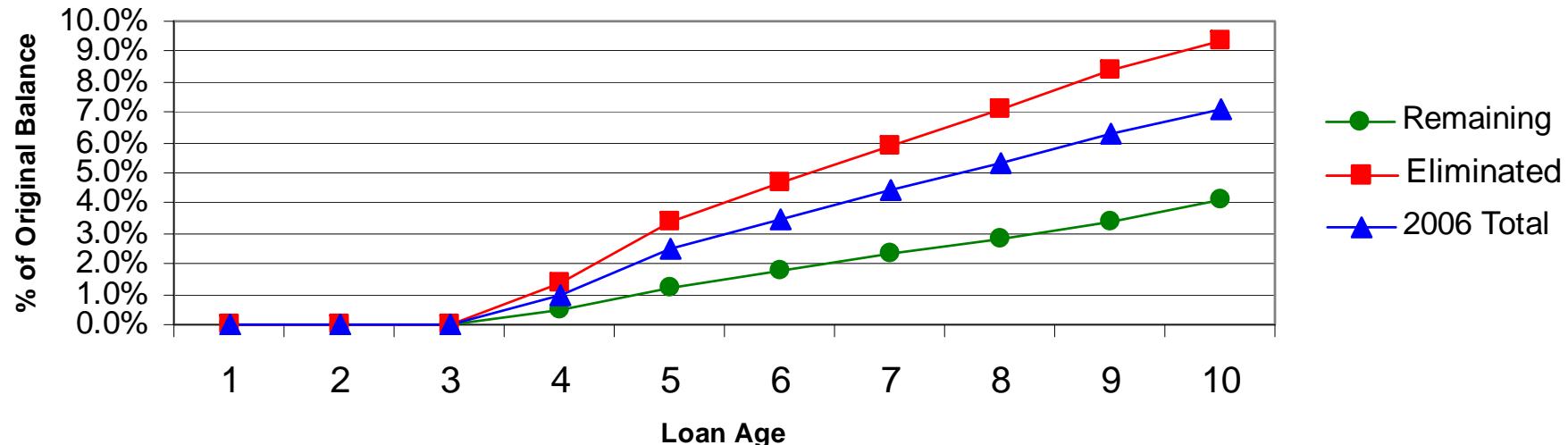
	Volume Pct	FICO	LTV	CLTV	WAC	2nd Lien	Purchase	Reduced Doc	Piggy Back	CLTV>95
<b>Current</b>	90.97%	623	81	89	8.50	5.0%	41.6%	37.4%	29.0%	41.5%
<b>60+ DQ</b>	9.03%	616	82	93	8.91	5.5%	57.7%	48.2%	40.7%	55.6%
<b>Grand Total</b>	100.00%	623	81	90	8.54	5.0%	43.1%	38.4%	30.1%	42.8%



	Full Doc		Reduced Doc		Grand Total
	<=95 CLTV	>95 CLTV	<=95 CLTV	>95 CLTV	
% of Volume	37.5%	23.9%	19.7%	18.8%	100.0%
<b>Weighted Average FICO</b>	<b>598</b>	<b>632</b>	<b>624</b>	<b>660</b>	<b>623</b>
Weighted Average CLTV	82	100	82	100	90

# Subprime Credit Tightening – Performance Impact

**Subprime 2006 Vintage 90+ Delinquency**

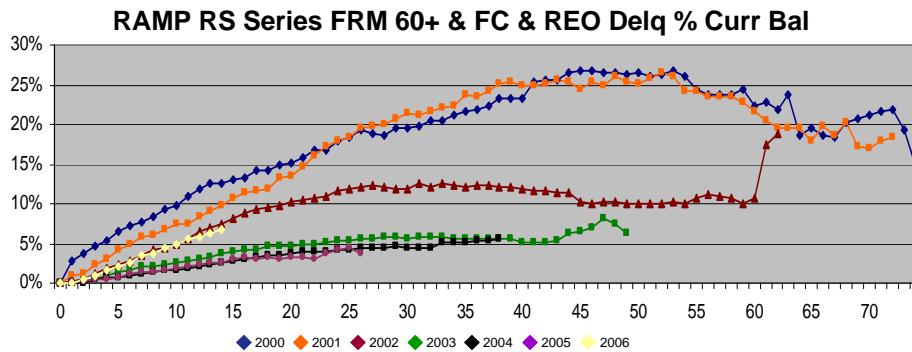


## 2006 Subprime

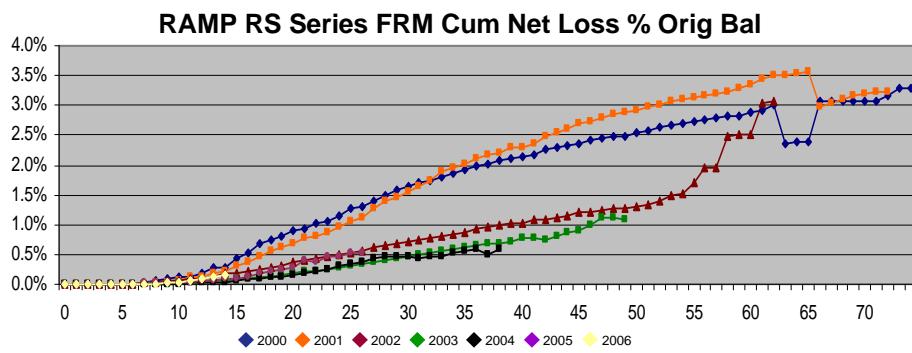
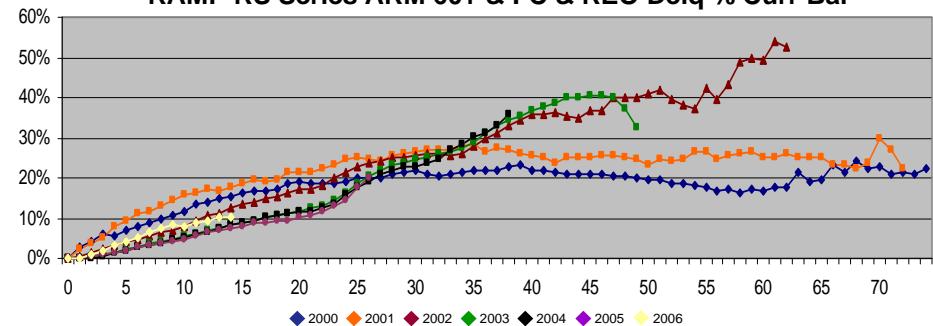
	Eliminated Volume	Remaining Volume	2006 Total
Purchase Balance	\$13,043,333,131	\$9,345,400,874	\$22,388,734,005
% of Volume	58%	42%	100%
Weighted Average FICO	627	617	623
Weighted Average LTV	82	79	81
Weighted Average CLTV	96	80	90
Reduced Income Doc %	42%	33%	39%
Actual EPD Rate	5.85%	2.84%	4.75%

*EPD defined as 60+ delinquency at month four of the loan.*

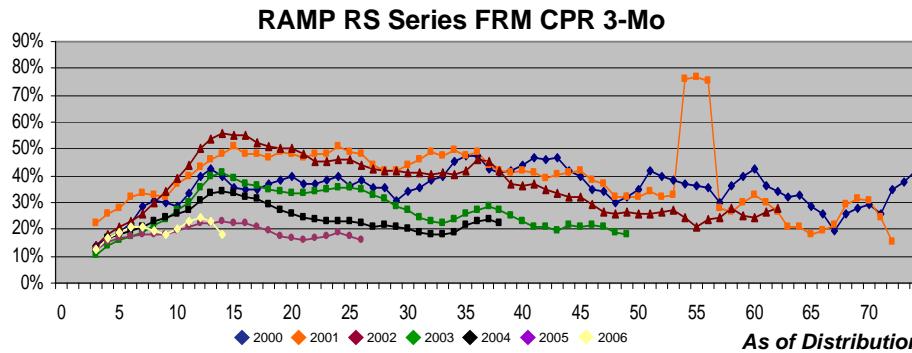
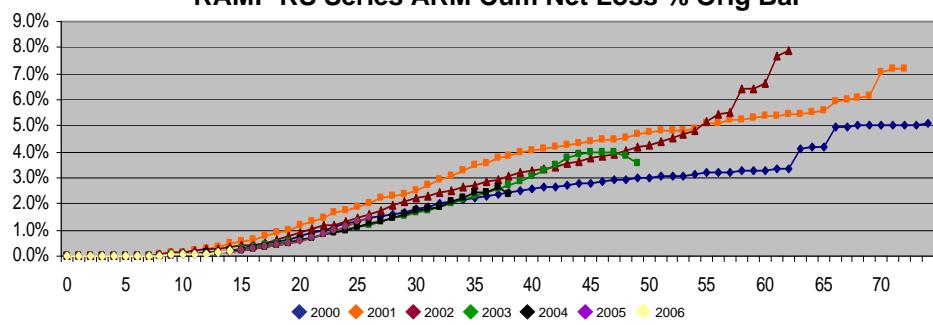
# RAMP RS Series Performance Summary



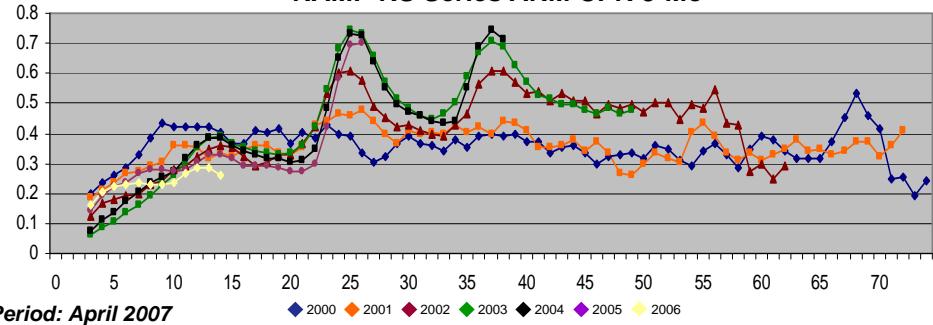
**RAMP RS Series ARM 60+ & FC & REO Delq % Curr Bal**



**RAMP RS Series ARM Cum Net Loss % Orig Bal**



**RAMP RS Series ARM CPR 3-Mo**



# RAMP Credit Policy Changes

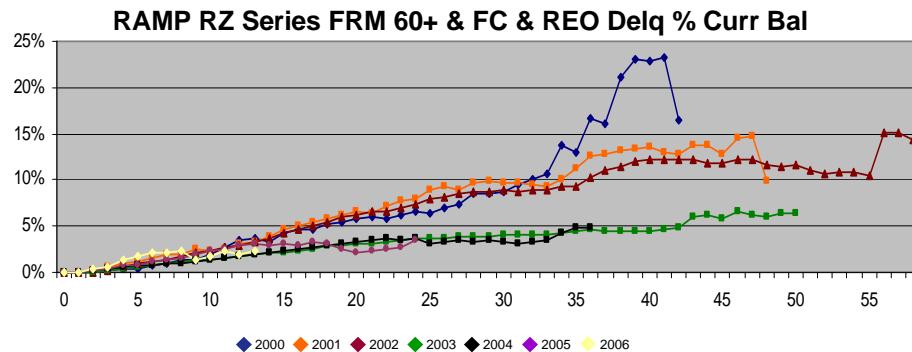
## **Negotiated Conduit Asset – NCA (RAMP RS) Eliminated Criteria**

- All negotiated criteria with clients was put on hold

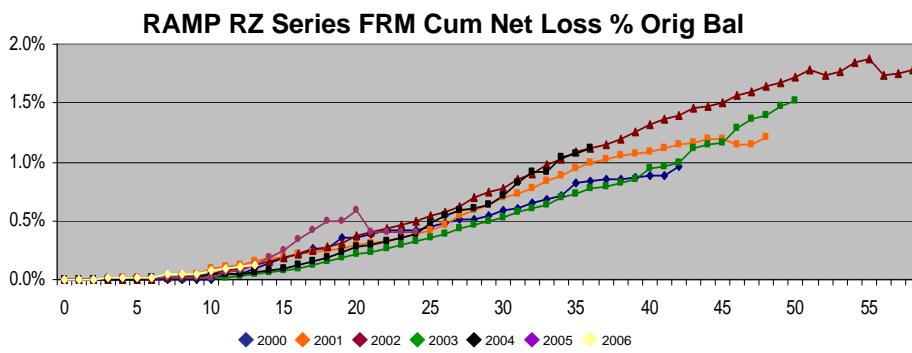
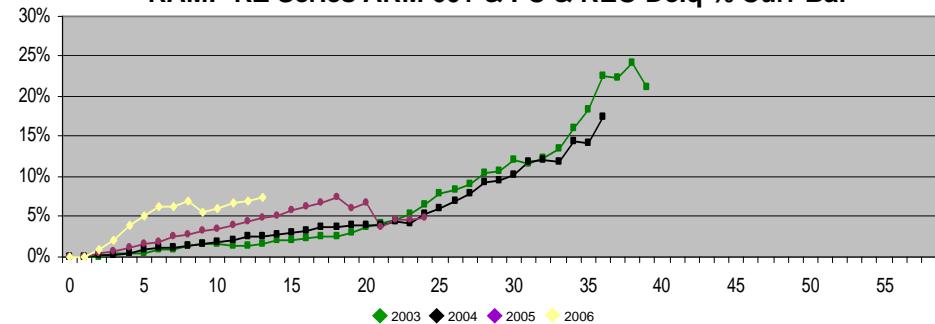
## **High LTV (RAMP RZ) Eliminated Criteria**

- Full Doc > 95% LTV (including 107% LTV program)
- All negotiated criteria was put on hold

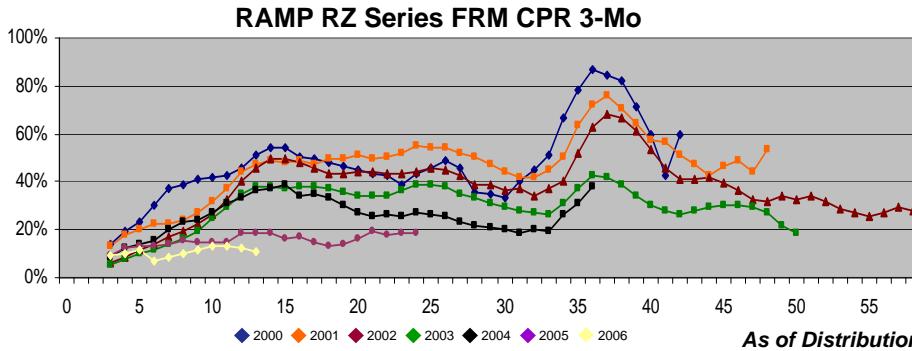
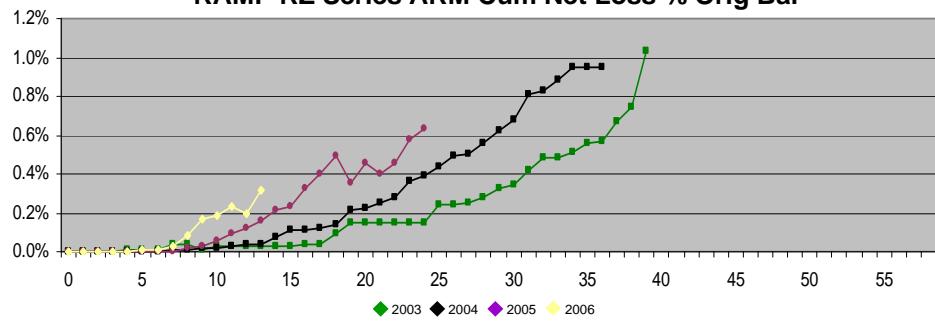
# RAMP RZ Series Performance Summary



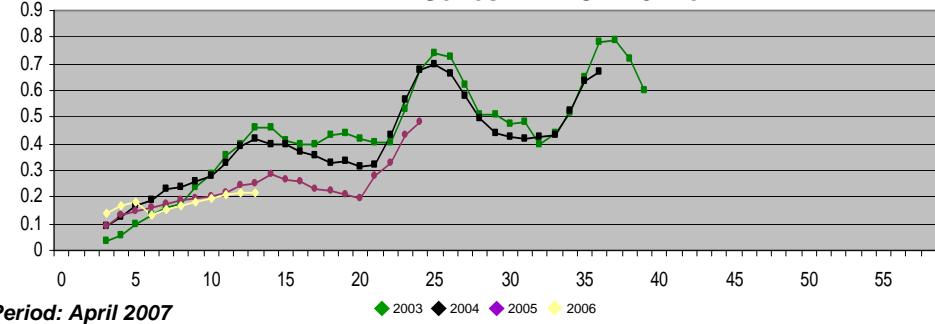
**RAMP RZ Series ARM 60+ & FC & REO Delq % Curr Bal**



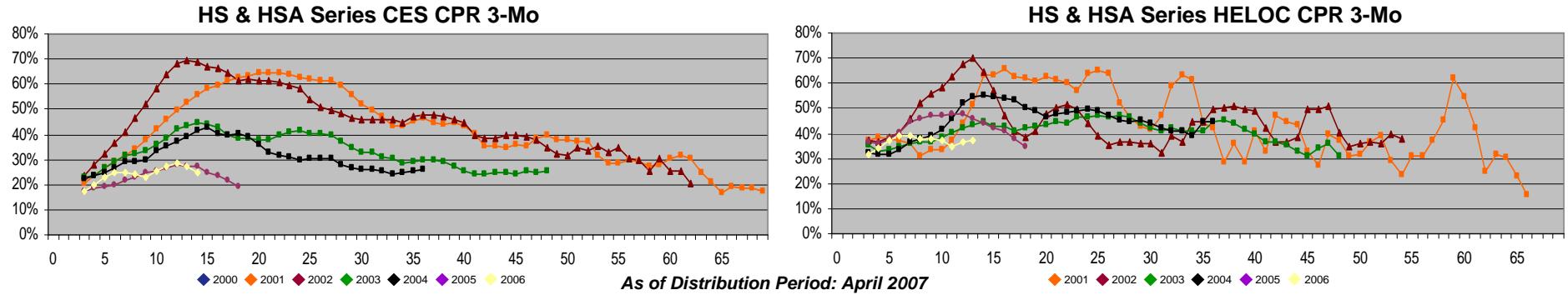
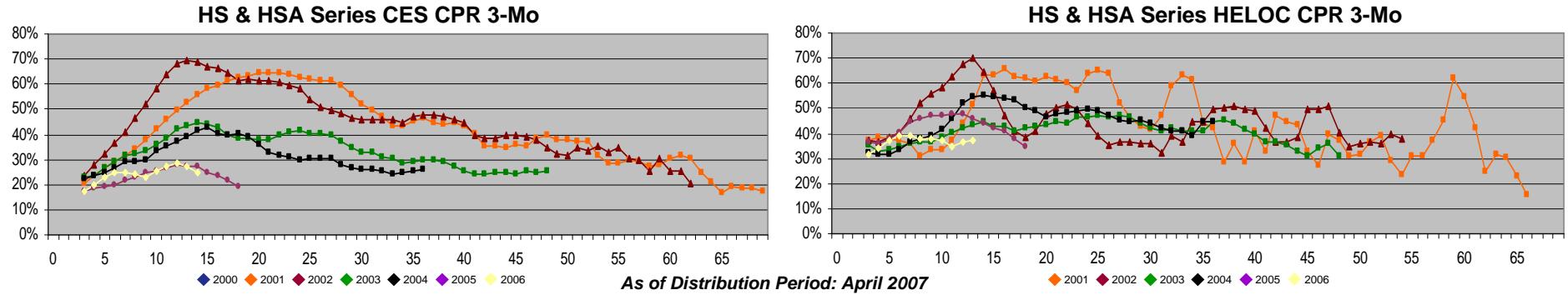
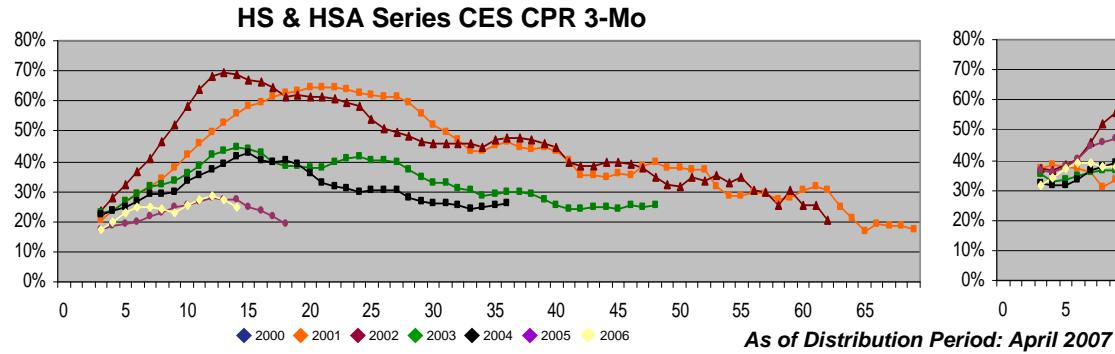
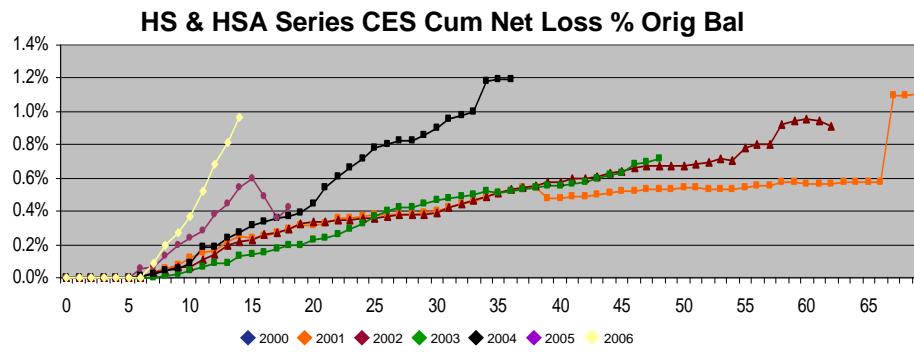
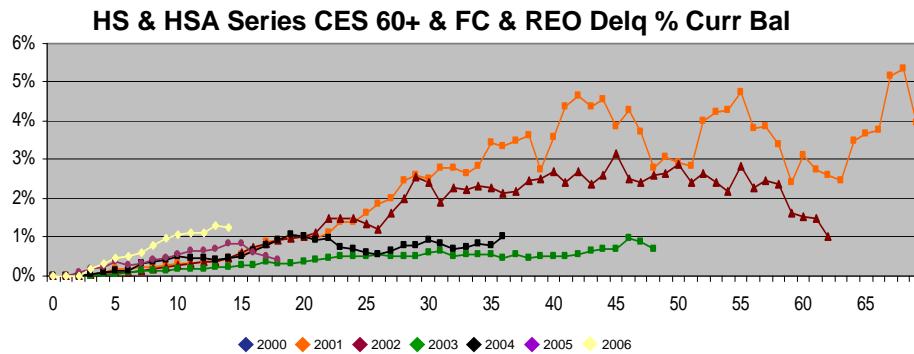
**RAMP RZ Series ARM Cum Net Loss % Orig Bal**



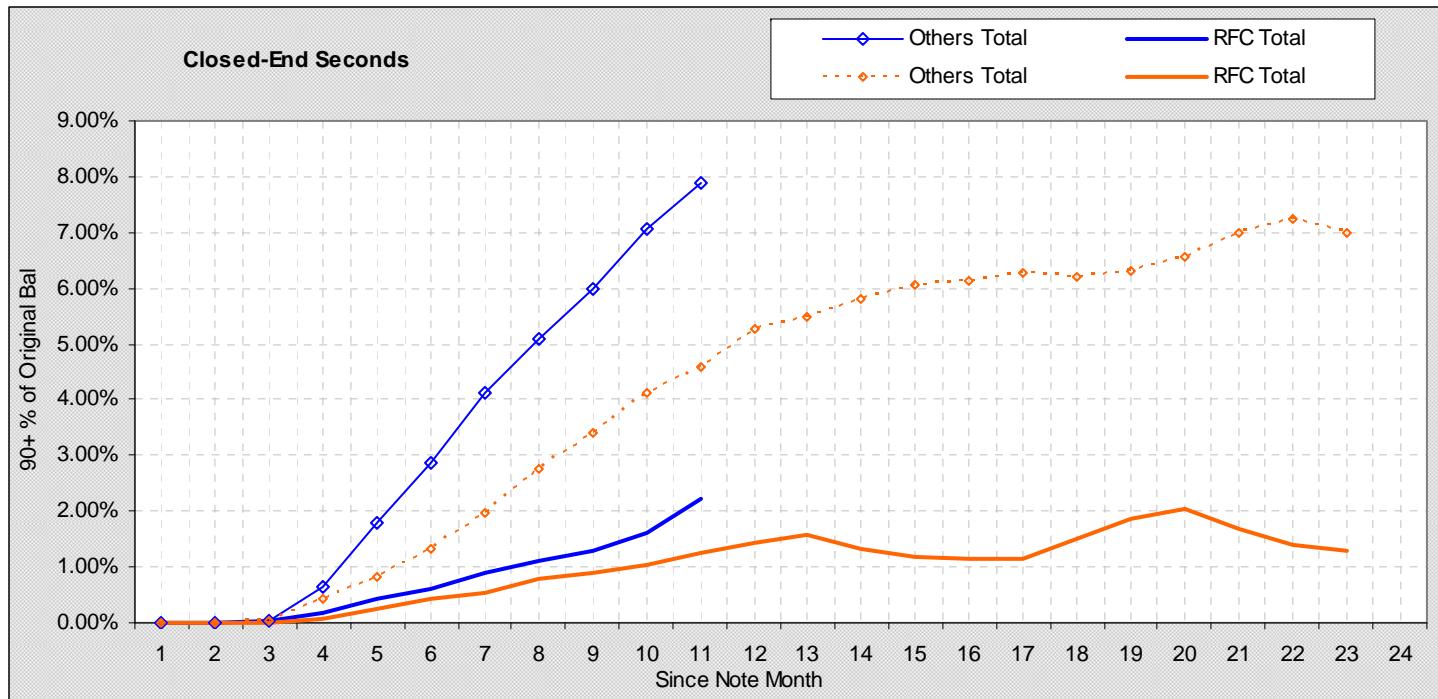
**RAMP RZ Series ARM CPR 3-Mo**



# RFMSII CES & HELOC Performance Summary



# Performance Summary – Prime CES Products



Source: Loan Performance December 2006

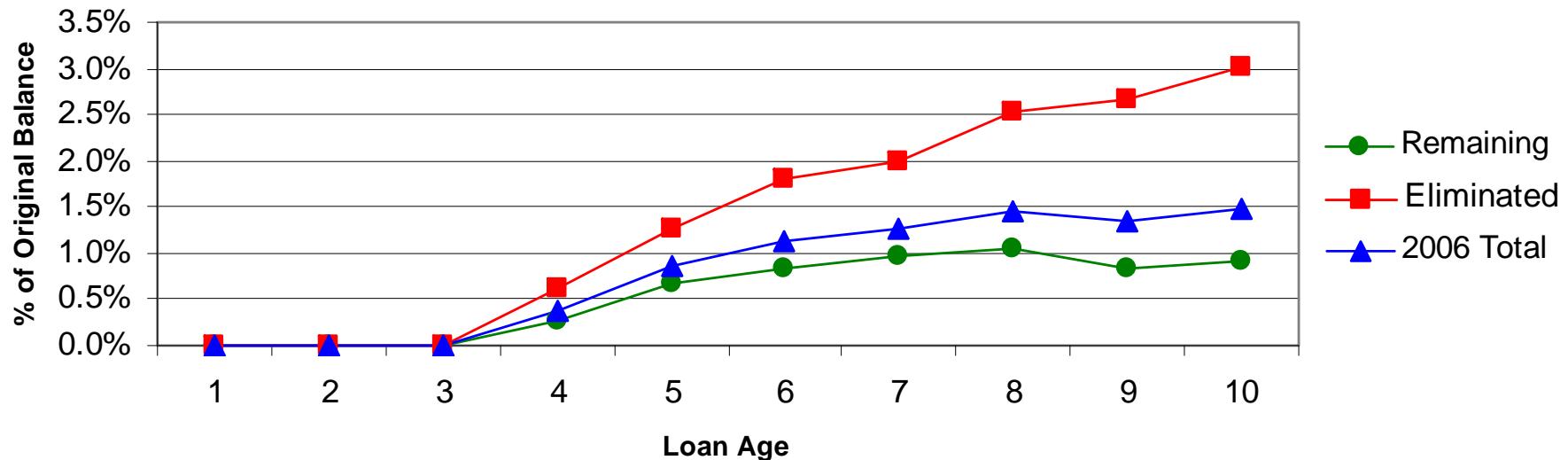
## Prime Seconds Credit Policy Changes (RFMSII)

### Prime Seconds eliminated criteria:

- Loans with CLTV's >95% for the following segments:
  - Full Doc with FICO's between 640-659 (new max 95%)
  - Full Doc with FICO's between 620-639 (new max 90%)
  - Stated Doc with FICO's > 680 (new max 95%)
  - Stated Doc with FICO's between 660-679 (new max 90%)
  - Non-Owner Occupied with FICO's > 680 (new max 90%)
- All Stated Doc loans with FICO's <660
- All No Ratio/NINA/No Doc loans
- All Stated Property Value loans

## Seconds Credit Tightening – Performance Impact

### Second Lien 2006 Vintage 90+ Delinquency

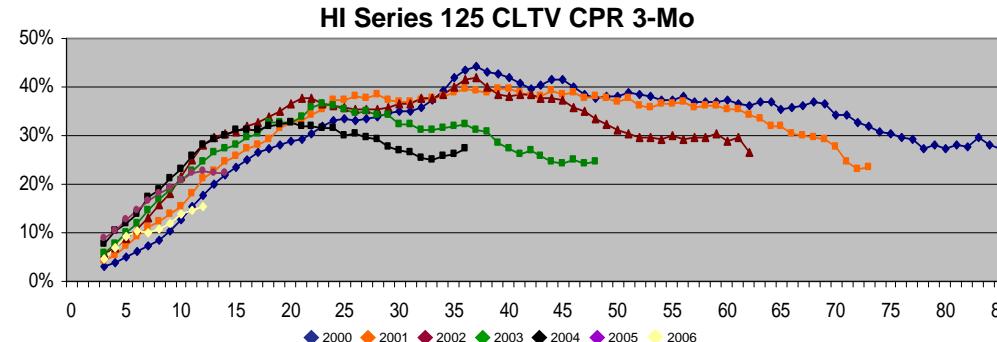
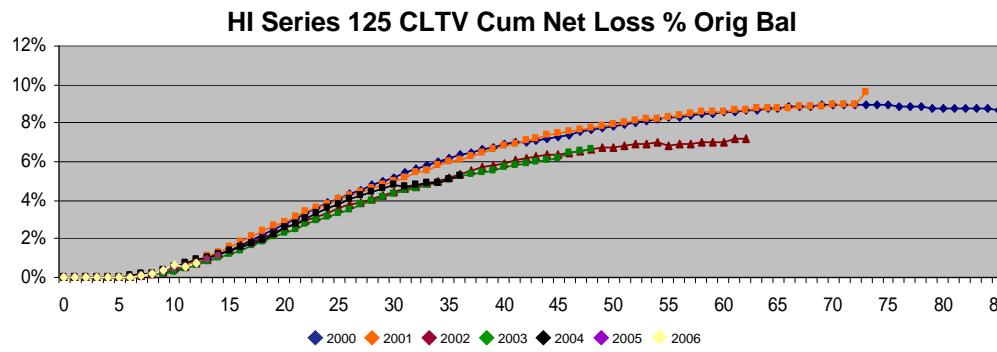
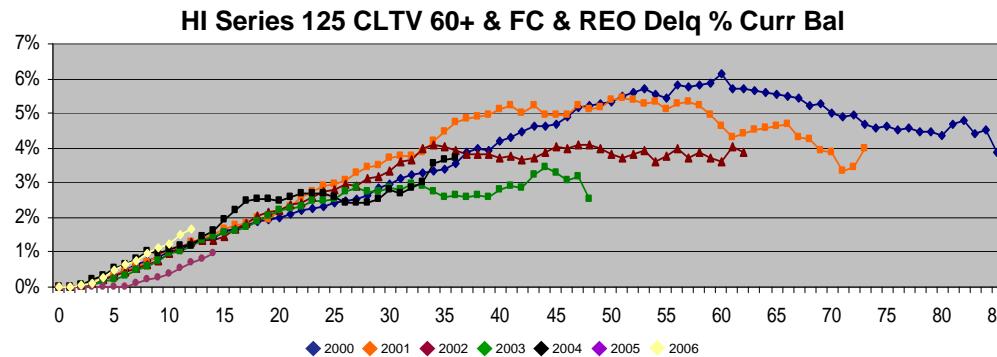


### 2006 Second Liens

	Eliminated Volume	Remaining Volume	2006 Total
Purchase Balance	\$3,050,214,201	\$5,707,146,954	\$8,757,361,156
% of Volume	35%	65%	100.00%
Weighted Average FICO	685	719	707
Weighted Average LTV	NA	NA	NA
Weighted Average CLTV	94	90	91
Reduced Income Doc %	87%	43%	57%
Actual EPD Rate	1.29%	0.37%	0.68%

EPD defined as 60+ delinquency at month four of the loan. Excludes GMAC Residential.

# RFMSII HI Series 125 CLTV Performance Summary



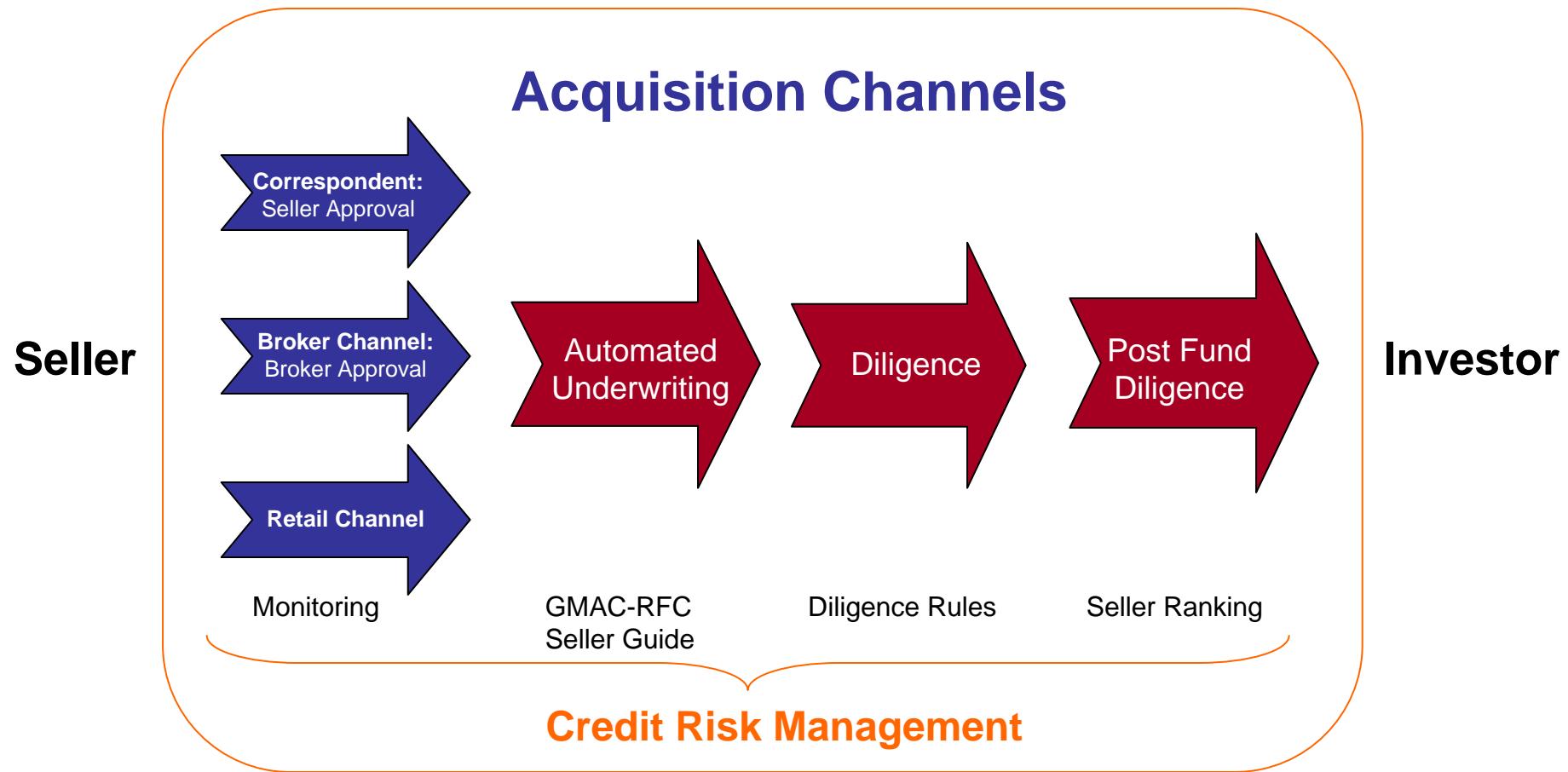
As of Distribution Period: April 2007

# U.S. Residential Finance Group Loan Origination

**GMAC RFC**

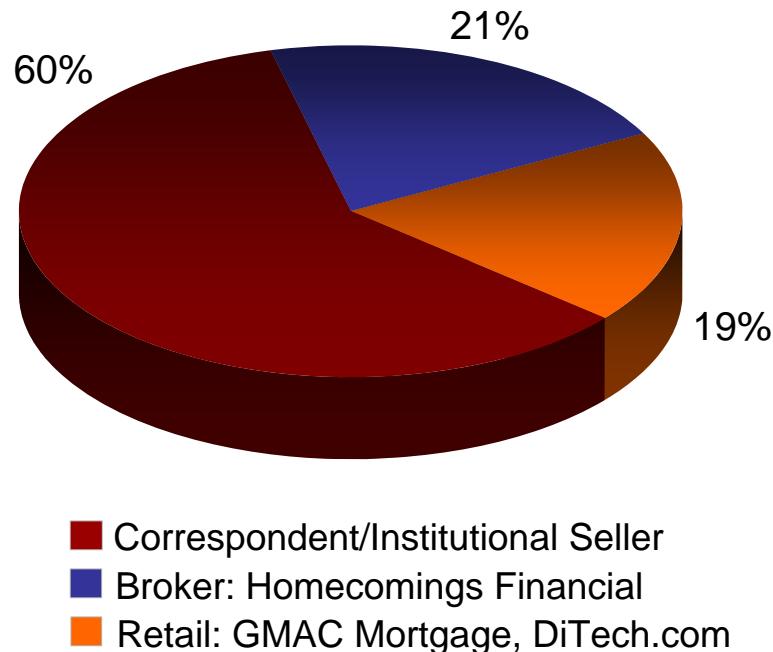


# Loan Acquisition Process



# Loan Origination Channels

## 2007 RFG Funding Volume by Channel



*As of March 31, 2007*

# Broker Channel

## Affiliated Broker Channel - Homecomings Financial

- **Broker approval process**
  - Broker application package, licensing checks , public data search
- **Broker monitoring process**
  - Recertification every two years and at license expiration
  - Broker early payment default monitoring
  - Performance monitoring by Credit Risk Management
- **Brokers must use our automated credit decisioning engine (Assetwise)**
- **Underwriting completed by Homecomings Financial**

# Correspondent/Institutional Channel

## Seller Risk Management

- Seller approval process
- Ongoing seller monitoring process and watch committee
- Factors used in seller monitoring:
  - Financial performance
  - Operational performance
  - Loan performance
  - Warehouse lending collateral quality
  - Repurchases
  - Compliance/responsible lending issues

# Correspondent/Institutional Channel

**Loan diligence is specific to the product type, the risk of the asset and the acquisition channel**

- The automated underwriting engines refer loans for manual diligence
  - Review is focused to credit, appraisal or both
  - Riskier loan attributes or combinations of attributes
  - Driven by credit models and seller ranking
  - Automated Valuation Model (AVM) Platform - AVM variances
  - MSA ranking relating to economic and home price appreciation outlook
  - Fraud detection tools
  - Fraud zip codes flagged as high risk
  - Income verification tools
  - Proprietary regulatory compliance tool

# Credit Risk Management – Post Fund Audit

- **Post Fund Quality Audit**
  - Target audit of loans or sellers that are performing outside of expectations (including LPML claim denials)
  - Random audit of loans to ensure internal quality control processes are effective
  - Early payment defaults – 100% review
- **Post Fund Fraud Investigation**
  - Identifies the zip code areas with high occurrence of fraud in order to flag loans for additional up front diligence
  - Tracks and publishes watch list

# Credit Risk Management – Post Fund Audit

- **All early payment default (EPD) loans are reviewed**
  - Defined as loans that are 90 days delinquent in the first 6 months from First Payment Date, or in foreclosure, or 120 days delinquent within 9 months from First Payment Date for RASC and RAMP products
  - Defined as loans that are 90 days delinquent in the first 12 months from Funding Date, or in foreclosure within 36 months from Funding Date for RFMSI and RALI products
  - Defined as loans that are 90 days delinquent in the first 6 months from First Payment Date, or in foreclosure, or 120 days delinquent within 12 months from Funding Date for RFMSII products
- **Most prevalent issues**
  - Income/employment misrepresentation
  - Occupancy misrepresentation
  - Issues with appraised value

# Credit Risk Management

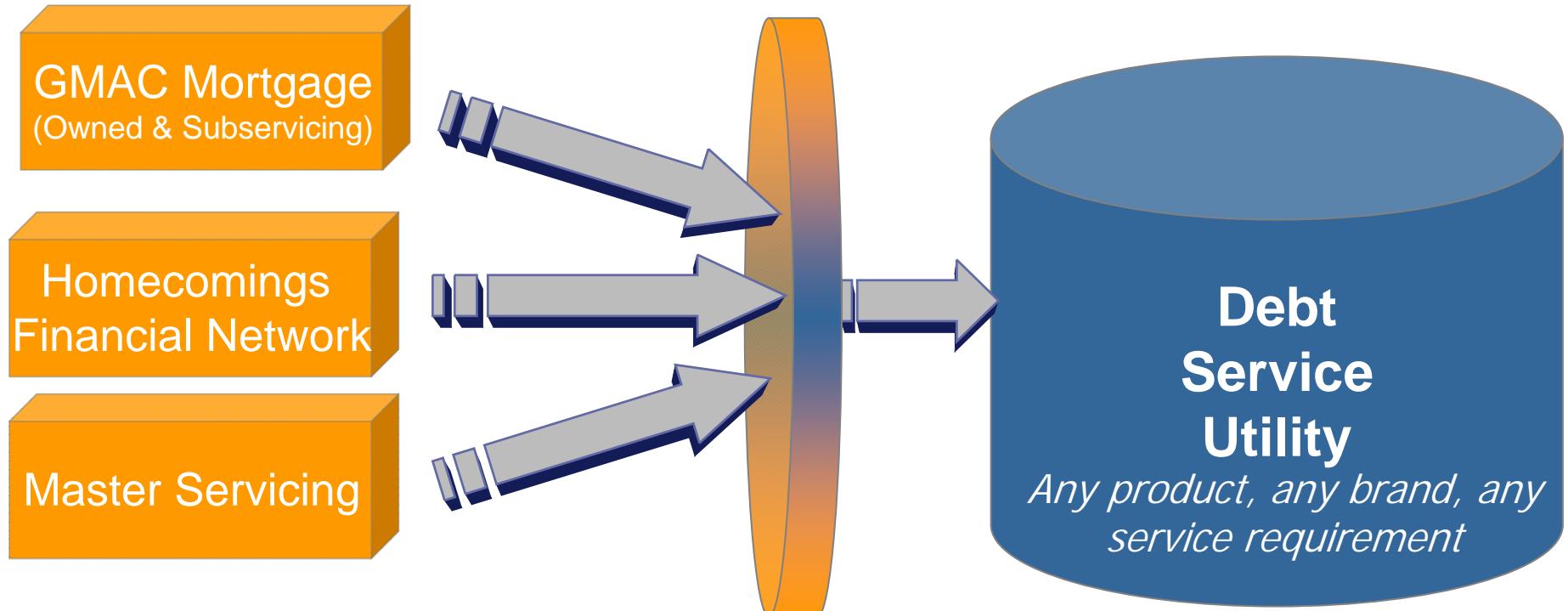
- **Credit Policy**
  - Underwriting guidelines
  - Credit and appraisal diligence rules
  - Automated underwriting engines
  
- **Performance Analytics**
  - Measurement and communication of asset performance
  - Product, channel, seller and loan cohort level
  - Monitor early delinquency trends
  - Compare actual versus expected

# Servicing

**GMAC RFC**



# Debt Service Utility “DSU”



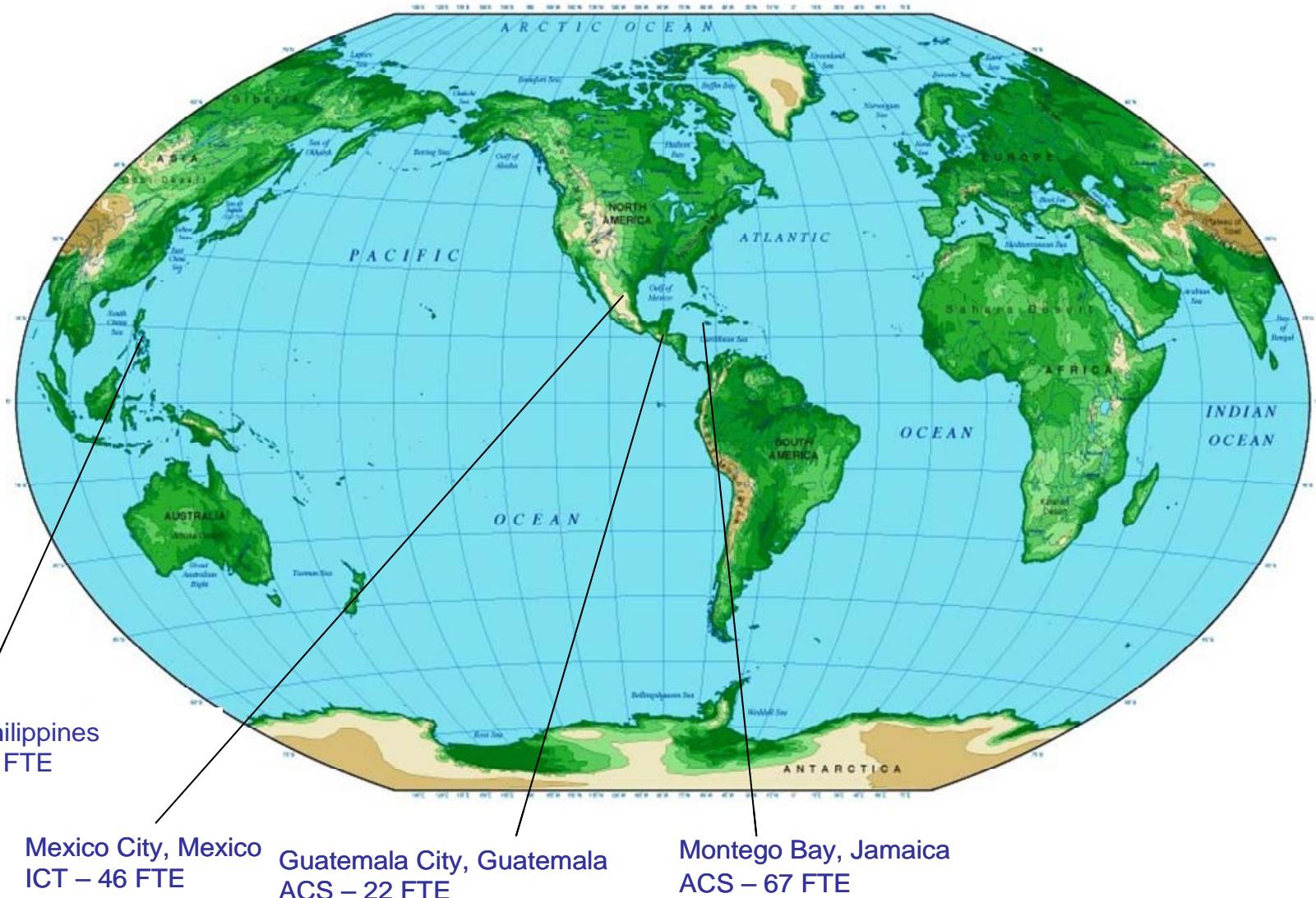
- ✓ Common Management
- ✓ Common Systems
- ✓ All Brands/Products
- ✓ Asset Performance Focus
- ✓ Lowest Cost/Highly Flexible

# Primary Servicing

- Portfolio size - \$482 billion representing over 3.5 million loans
- Primary servicing headcount - over 2,000
- Homecomings established the first HOPE city (Chicago) in 2003



# Primary Servicing



# Master Servicing

## Master Servicing – GMAC RFC

- Portfolio consists of \$158.2B representing 944,190 loans
- Highly rated master servicer
  - Qualifies and monitors our servicers
  - Administers securitizations
  - Collects and reconciles cash from primary servicers

*As of March 31, 2007*

# Servicer Ratings

## Highly rated servicing platforms

Homecomings	Fitch	S&P	Moody's
Prime	RPS1	Strong	SQ1
Alt A	RPS1	Strong	SQ1
Subprime	RPS1	Strong	SQ2+
High LTV /Home Equity	RPS1	Strong	SQ1
Special Servicing	RSS1	NA	SQ2+

GMAC Mortgage	Fitch	S&P	Moody's
Prime	RPS1	Strong	NA
Alt A	RPS1	Strong	NA
Subprime	RPS1	Above Average	NA
High LTV /Home Equity	RPS1	Strong	NA
Subservicing	RSS1	NA	NA
Special Servicing	RSS1	Above Average	NA

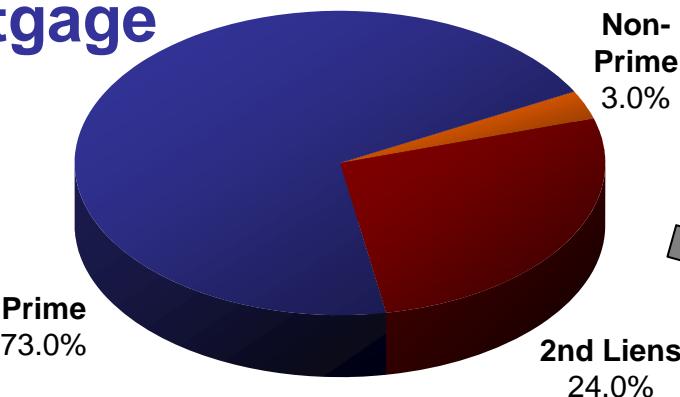
GMAC RFC	Fitch	S&P	Moody's
Master Servicing	RMS1	Strong	SQ1

Ratings as of May 31, 2007. Fitch: RPS (primary), RMS (master), RSS (special): 1 (full approval with superior overall performance), 2 (full approval with noted strengths), 3 (full approval), 4 (qualified approval) and 5 (conditional approval). S&P: Strong, Above Average, Average, Below Average, Weak. Moody's: SQ1 (Strong) to SQ5 (Weak).

# Primary Servicing Portfolio Composition

**GMAC**

**Mortgage**

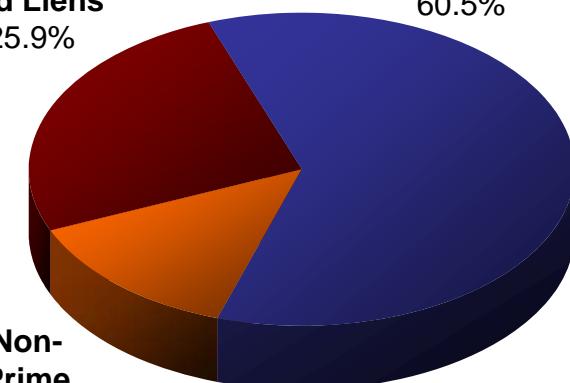


**Combined  
Enterprise  
Servicing Group**

Prime 60.5%

2nd Liens 25.9%

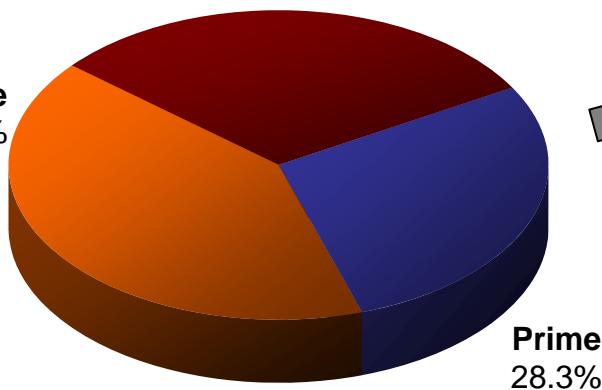
Non-  
Prime  
13.6%



**Homecomings**

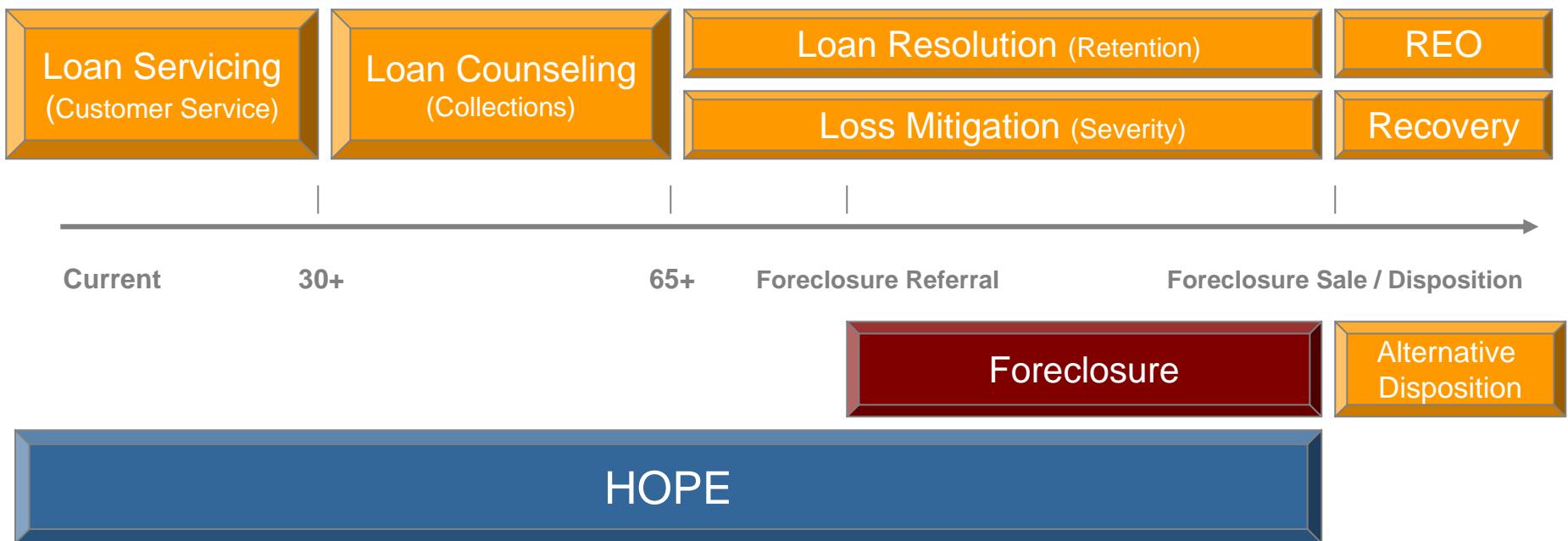
2nd Liens  
30.5%

Non-  
Prime  
41.2%



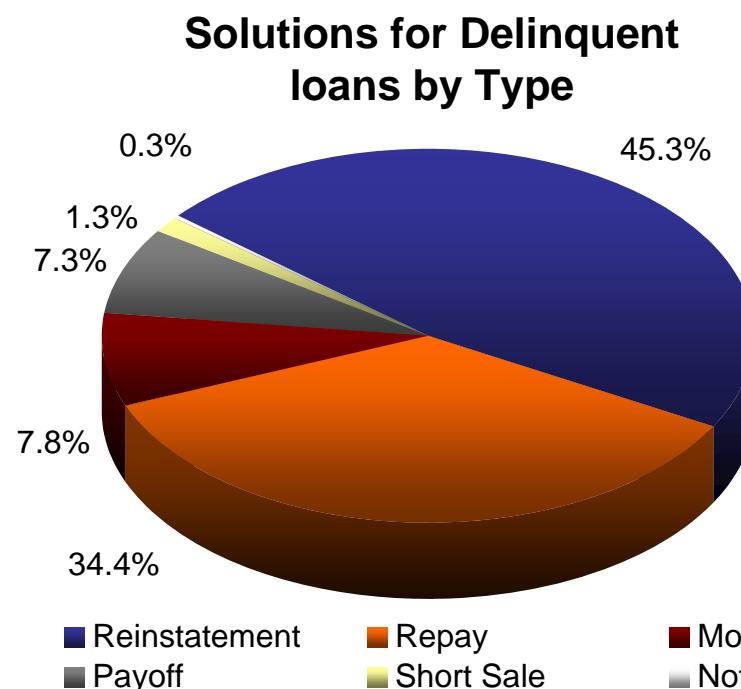
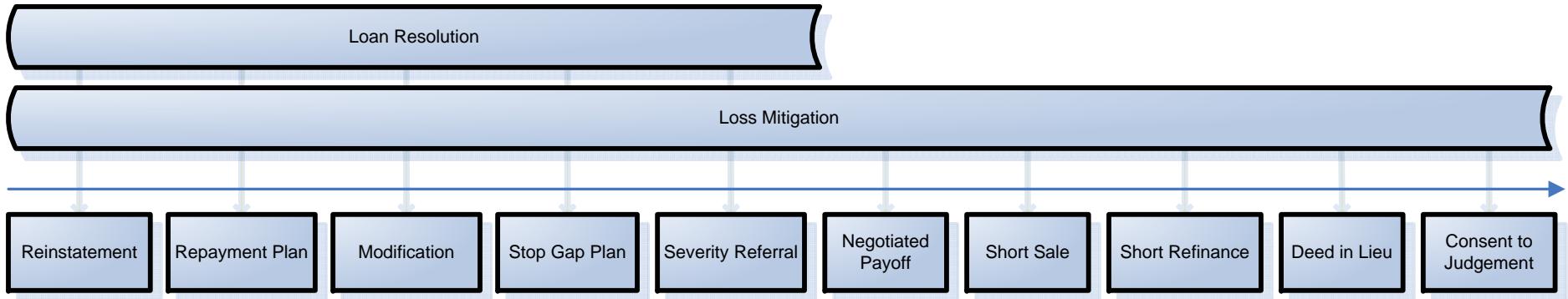
*As of March 31, 2007*

# Servicing Strategies



- Servicing applies a decision waterfall to offer the best options based on borrower capacity and willingness, market condition, and severity of loss
- Asset level decisions base on the homeowner's willingness and ability to pay
- Loan resolution, Loss mitigation and REO portfolios are assigned by region, which allows associates to leverage local market intelligence
- Educational campaigns are targeted at borrowers with ARM resets and Payment Option Loans
- The HOPE group is utilized in challenging local markets

# Loan Resolution and Loss Mitigation



# Primary Servicing Modification Program

- **Modification Process**

- Modification programs are being utilized to target loans with a high probability of loss and takes in consideration the borrower's capacity, willingness and the economics of the decision
- All permanent modifications go through a 3-6 month trial modification to test the capacity of the borrower
- Updated borrower financial, income and credit bureau data is obtained
- Updated property value is obtained
- All modified accounts are setup with escrow

- **The modifications programs and limits are disclosed in the prospectus supplement**
- **Loan level modification detail can be found on the distribution statements and Vision website**

# Modification Types – 1<sup>st</sup> Lien

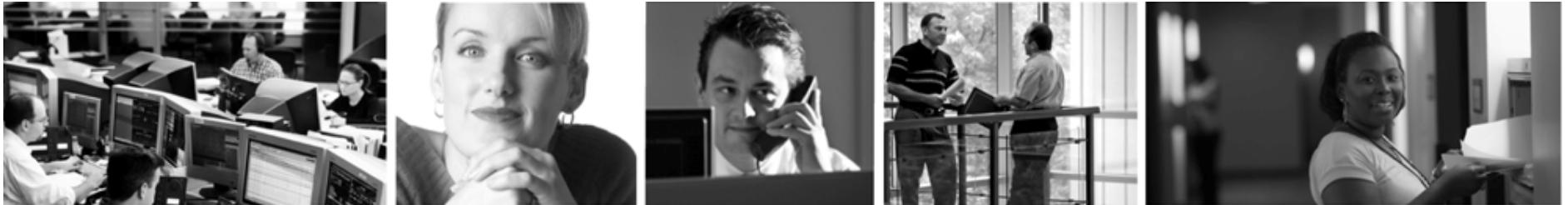
	Trial Modification	Temporary Interest Reduction	Permanent Interest Rate Reduction	Debt Forgiveness	Term Extension	Capitalization	Other Modification Types
Overview	Used to test borrowers capacity and desire. Upon successful completion of the trial modification borrower may be eligible for a permanent modification based on their financial situation.	Used to bring the account current over time through temporary interest rate adjustment.	Used to help borrowers who are unable to pay at the current rate or upcoming rate adjustment.	Currently used in unique situations	Rarely used on the 1st lien portfolio due to the limitation of the term extension.	Used to cure default after a borrower successfully demonstrated their ability to make consistent payments and the hardship has ended.	Combination of the previous modification types can be used when the other options do not fit borrower's needs.
Length:	3-6 months	Not to exceed 24 months	N/A	N/A	Up to deal maturity	N/A	0 to 6 months
Hardship Type:	Temporary	Temporary	Permanent	Permanent	Temporary	Temporary	Temporary / Permanent

# Modification Types – 2<sup>nd</sup> Lien

	Trial Modifications	Permanent Interest Rate Reduction	Term Extension	Other Modification Types
Overview:	borrowers capacity and desire. Upon successful completion of the trial modification borrower may be eligible for debt forgiveness combined with either Permanent Interest Rate Reduction or	Utilized for homeowners that have at least ½ of the Delinquent interest available for interest only down payment and do not have sufficient capacity to sustain original monthly P&I on a go-forward basis	Mainly used in conjunction with other modification types. Utilized when a homeowner can not sustain monthly P&I and the deal maturity date allows for extension.	Combination of the previous three modification types can be used when the other options do not fit borrower's needs.
Length:	Term Extension. 3 to 6 months	N/A	Up to deal maturity	0 to 6 months
Hardship Type:	Temporary / Permanent	Permanent	Permanent	Temporary / Permanent

# RAAC (Seasoned Program)

**GMAC RFC**



# RAAC Securitization Programs

**RAAC purchases, manages, and securitizes performing through non-performing assets**

- **RAAC-SP:** Primarily seasoned performing loans with a low loss profile. Categorizing collateral into Prime, Alt-A, Insured, A-, and Subprime buckets allows for each deal to differ in composition while performance can be more easily explained.
- **RAAC-RP\*:** Seasoned performing loans with a relatively higher previous delinquency profile, plus sub and re-performing loans. Evaluation is based heavily on cash flow velocities, BPO LTV's, and updated credit scores. Issued as 144A securities to qualified institutional buyers.
- **Product acquired through:**
  - Portfolio sales
  - Securitization & loan sale fall-out
  - Called MBS and ABS transactions (GMAC-RFC and 3rd party)
  - Mergers and Acquisitions
  - Government Agency auctions
  - Business closures

*\*Prior to 2004, all RP deals were issued under the RAMP RFSC shelf.*

# RAAC SP Series Credit Class

**Collateral categorized as prime, alt-A, insured, A-, and subprime to allow performance to be explained while composition differs**

Credit Class	Prime	Alt-A	Insured	A-	Subprime
2004-SP1	45.5%	23.4%	1.7%	15.5%	13.9%
2004-SP2	93.8%	4.0%	0.0%	0.0%	2.2%
2004-SP3	67.8%	13.2%	5.7%	4.8%	8.5%
2005-SP1	95.5%	4.5%	0.0%	0.0%	0.0%
2005-SP2	46.2%	11.3%	2.9%	9.9%	29.6%
2005-SP3	45.5%	22.0%	1.3%	17.5%	13.8%
2006-SP1	37.0%	27.0%	0.1%	25.3%	10.5%
2006-SP2	44.3%	27.9%	1.1%	26.5%	0.1%
2006-SP3	55.9%	27.0%	0.6%	16.5%	0.0%
2006-SP4	51.4%	26.4%	0.6%	19.4%	2.2%
2007-SP1	68.1%	23.3%	0.8%	7.8%	0.0%

**All loans in RAAC-SP deals are categorized as follows:**

- **Prime:** FICO  $\geq 660$ , no 30 day delinquencies in prior 12 months
- **Alt-A:** Not “Prime”; FICO  $\geq 620$ , max of two 30 day delinquencies in prior 12 months
- **Insured:** Not “Prime” or “Alt-A”; borrower paid PMI or insured by FHA
- **A-:** Not “Prime”, “Alt-A” or “Insured”; FICO  $\geq 580$ , no delinquencies  $> 60$  days in prior 12 months
- **Subprime:** Not “Prime”, “Alt-A”, “Insured” or “A-”

*Information through April 30, 2007. Credit Class indicates Notional Credit Class as noted in the Prospectus Supplement.*

# Company Websites

ResCap and the business segments maintain multiple websites to provide a variety of company and securities issuance information to our secured and unsecured investors

Company

**R E S C A P**

**GMAC RFC**

**GMAC**  
**Mortgage**

Web Address

[www.rescapholdings.com](http://www.rescapholdings.com)

[www.gmacrfc.com](http://www.gmacrfc.com)

(click on Institutional Investors on left of page to enter issuance section)

[www.gmacrfcstaticpool.com](http://www.gmacrfcstaticpool.com)

[www.gmacmortgage.com](http://www.gmacmortgage.com)

[www.gmacmbond.com](http://www.gmacmbond.com)

<http://staticpool.gmacm.com>

Information on site

- Company overview
- Leadership team
- Segments & site links
- SEC Filings & Financials
- Presentations
- Press releases
- Company and issuance
- Deal documents
- Collateral and performance information
- Loan level (U.S. only)
- Analytical Tool (U.S. only)
- Reg AB static pool data
- Company information
- Deal level collateral and performance information
- Reg AB static pool data

Please call 877.977.3863 for additional information regarding these websites.

# Vintage Collateral

**GMAC RFC**



# RFMSI Collateral Profile

Series Name	S		
Vintage Year	2005	2006	2007
<b>Principal Balance (\$mm)</b>	\$2,828	\$6,800	\$1,884
<b>WA Gross Coupon</b>	5.8446%	6.5433%	6.4089%
<b>Principal Balance Average</b>	\$450,632	\$495,186	\$492,030
<b>WA FICO</b>	742	739	736
<b>WA LTV Pct</b>	68%	70%	70%
<b>WA CLTV</b>	70%	73%	26%
<b>California %</b>	31.86%	33.93%	36.53%
<b>% with Borrower Paid MI</b>	1.80%	2.16%	2.59%
<b>DTI %</b>	34.47%	36.89%	36.76%
<b>% with silent seconds*</b>	21.00%	23.40%	30.90%
<b>% ARM</b>	-	-	-
<b>% with prepay penalty</b>	3.83%	3.05%	0.92%
<b>Reduced Documentation %</b>	21.99%	32.55%	38.22%
<b>RD WA FICO</b>	742	741	739
<b>RD WA LTV</b>	63.28%	66.39%	66.71%
<b>IO %</b>	19.01%	26.62%	32.90%
<b>IO WA FICO</b>	742	739	738
<b>IO WA LTV</b>	69.67%	71.31%	70.65%
<b>IO Reduced Doc%</b>	21.15%	37.45%	40.51%
<b>Non-Owner Occupied %</b>	0.05%	-	-
<b>NOO WA FICO</b>	727	-	-
<b>NOO WA LTV</b>	65.74%	-	-
<b>% 40 Year Term</b>	-	1.16%	0.87%
<b>% 2nd liens</b>	-	-	-

SA		
2005	2006	2007
\$2,677	\$1,700	\$696
5.4273%	6.2347%	6.1873%
\$376,719	\$449,965	\$491,767
739	738	739
72%	72%	71%
77%	77%	76%
34.41%	40.26%	43.82%
1.68%	1.67%	1.95%
35.10%	37.71%	36.63%
37.03%	36.05%	37.99%
100.00%	100.00%	100.00%
3.47%	4.42%	4.70%
29.22%	35.98%	43.00%
740	739	743
69.35%	70.02%	69.52%
83.95%	87.29%	89.29%
739	737	737
72.16%	72.12%	71.05%
29.54%	37.10%	43.54%
-	-	-
-	-	-
-	-	-
-	-	0.12%
-	-	-

As of April 30, 2007

# RALI QS and QA Collateral Profile

Series Name	QS			QA		
Vintage Year	2005	2006	2007	2005	2006	2007
<b>Principal Balance (\$mm)</b>	\$6,102	\$12,759	\$4,794	\$6,380	\$5,554	\$1,673
<b>WA Gross Coupon</b>	6.3808%	7.1288%	6.8968%	5.8112%	6.8490%	6.8582%
<b>Principal Balance Average</b>	\$198,682	\$224,499	\$251,096	\$263,023	\$313,278	\$338,398
<b>WA FICO</b>	721	711	707	719	712	708
<b>WA LTV Pct</b>	75%	75%	74%	77%	76%	77%
<b>WA CLTV</b>	79%	82%	47%	85%	86%	66%
<hr/>						
<b>California %</b>	22.21%	18.83%	18.14%	34.36%	36.54%	35.33%
<b>% with Borrower Paid MI</b>	12.55%	6.25%	5.05%	5.45%	2.24%	1.61%
<b>DTI %</b>	27.34%	27.57%	28.20%	31.31%	31.96%	31.31%
<b>% with silent seconds*</b>	23.00%	40.66%	50.02%	51.00%	57.28%	69.31%
<b>% ARM</b>	-	-	-	100.00%	100.00%	100.00%
<b>% with prepay penalty</b>	6.43%	6.24%	5.81%	17.83%	22.53%	26.59%
<hr/>						
<b>Reduced Documentation %</b>	65.82%	75.54%	75.75%	66.17%	78.41%	81.26%
<b>RD WA FICO</b>	722	711	707	722	712	706
<b>RD WA LTV</b>	73.66%	73.86%	72.73%	75.90%	75.74%	76.51%
<hr/>						
<b>IO %</b>	21.27%	39.66%	44.99%	84.24%	86.83%	87.37%
<b>IO WA FICO</b>	722	710	707	719	712	707
<b>IO WA LTV</b>	74.78%	75.92%	74.85%	76.84%	76.51%	76.75%
<b>IO Reduced Doc%</b>	59.05%	76.04%	74.10%	65.41%	78.27%	80.77%
<hr/>						
<b>Non-Owner Occupied %</b>	19.42%	19.60%	16.11%	14.81%	13.93%	13.41%
<b>NOO WA FICO</b>	727	726	725	734	731	730
<b>NOO WA LTV</b>	74.80%	73.63%	72.02%	73.13%	73.16%	74.99%
<b>% 40 Year Term</b>	-	0.48%	1.39%	-	0.21%	1.73%
<b>% 2nd liens</b>	-	-	-	-	-	-

As of April 30, 2007

# RALI QO and QH Collateral Profile

Series Name	QO			QH	
Vintage Year	2005	2006	2007	2006	2007
<b>Principal Balance (\$mm)</b>	\$3,709	\$10,101	\$1,463	\$340	\$1,627
<b>WA Gross Coupon</b>	3.6033%	4.8123%	6.0989%	7.3900%	7.2617%
<b>Principal Balance Average</b>	\$339,673	\$347,699	\$365,364	\$389,129	\$378,964
<b>WA FICO</b>	704	702	702	713	714
<b>WA LTV Pct</b>	74%	75%	75%	74%	73%
<b>WA CLTV</b>	76%	79%	80%	77%	34%
<hr/>					
<b>California %</b>	62.03%	61.67%	57.76%	69.80%	59.99%
<b>% with Borrower Paid MI</b>	6.03%	4.83%	4.90%	4.86%	3.51%
<b>DTI %</b>	36.49%	36.91%	36.93%	38.82%	37.27%
<b>% with silent seconds*</b>	28.00%	41.87%	48.03%	32.77%	39.16%
<b>% ARM</b>	100.00%	100.00%	100.00%	100.00%	100.00%
<b>% with prepay penalty</b>	78.77%	92.15%	84.11%	86.96%	82.93%
<hr/>					
<b>Reduced Documentation %</b>	83.67%	91.05%	94.25%	88.48%	88.75%
<b>RD WA FICO</b>	705	701	700	711	713
<b>RD WA LTV</b>	73.99%	74.59%	74.61%	73.85%	73.29%
<hr/>					
<b>IO %</b>	-	-	-	-	-
<b>IO WA FICO</b>	-	-	-	712	-
<b>IO WA LTV</b>	-	-	-	1	-
<b>IO Reduced Doc%</b>	-	-	-	100.00%	-
<hr/>					
<b>Non-Owner Occupied %</b>	11.66%	8.29%	9.96%	5.85%	8.63%
<b>NOO WA FICO</b>	719	716	713	716	726
<b>NOO WA LTV</b>	74.47%	72.14%	73.14%	70.55%	70.06%
<b>% 40 Year Term</b>	-	28.65%	36.71%	-	0.80%
<b>% 2nd liens</b>	-	-	-	-	-

As of April 30, 2007

# RASC SP Series – Deal History Summary

Feature at Issuance	2004-SP1	2004-SP2	2004-SP3	2005-SP1	2005-SP2	2005-SP3	2006-SP1	2006-SP2	2006-SP3	2006-SP4	2007-SP1
Principal Balance (mm)	\$234	\$145	\$309	\$831	\$490	\$289	\$289	\$361	\$302	\$309	\$357
Loan Count	4,259	405	1,108	1,734	2,515	2,405	1,473	2,317	2,297	3,091	2,161
Avg. Principal Balance	\$54,864	\$358,341	\$278,835	\$479,234	\$194,919	\$120,343	\$195,945	\$155,937	\$131,548	\$100,073	\$165,328
FRM %	65.40%	100.00%	46.28%	100.00%	28.46%	49.50%	18.49%	28.66%	36.48%	35.59%	51.99%
WA Gross Coupon	7.47%	6.81%	5.42%	5.79%	6.52%	7.70%	7.26%	7.64%	8.27%	8.59%	7.24%
WA Sched Remain Term Mth	205	275	329	341	318	308	346	330	324	283	318
WA FICO	680	721	698	753	685	659	644	662	673	672	696
Original WA LTV	76.42%	73.17%	72.36%	67.44%	75.21%	79.89%	80.06%	81.44%	83.77%	79.66%	78.19%
Current WA LTV	73.62%	72.02%	71.63%	66.82%	74.61%	79.41%	79.97%	81.37%	83.94%	79.61%	78.19%
WA Loan Age Mth	66	40	11	19	27	33	5	15	23	58	24
Primary Residence	92.30%	91.81%	87.95%	99.19%	87.23%	90.28%	91.82%	87.55%	87.73%	87.55%	83.65%
Second Lien %	6.99%	-	-	-	1.20%	1.62%	3.98%	5.00%	4.68%	4.73%	2.15%
CA %	17.96%	100.00%	6.55%	99.18%	80.53%	100.00%	100.00%	87.55%	20.16%	87.55%	15.60%
Interest-Only %	5.09%	-	30.27%	-	17.61%	10.89%	17.06%	26.68%	18.14%	12.69%	18.11%
Feature as of March 31, 2007	2004-SP1	2004-SP2	2004-SP3	2005-SP1	2005-SP2	2005-SP3	2006-SP1	2006-SP2	2006-SP3	2006-SP4	2007-SP1
Principal Balance (mm)	\$92	\$63	\$182	\$657	\$309	\$220	\$229	\$284	\$272	\$305	\$357
WA Net Coupon	7.83%	6.76%	5.53%	5.74%	6.67%	7.75%	7.21%	7.76%	8.30%	8.56%	6.72%
30 Day Delq % Curr Bal	2.55%	0.00%	0.33%	0.00%	1.94%	2.16%	3.65%	3.28%	2.27%	1.76%	0.00%
60 Day Delq % Curr Bal	0.86%	0.00%	0.04%	0.00%	0.34%	0.86%	1.24%	1.64%	1.66%	0.00%	0.00%
90+ Day Delq % Curr Bal	1.27%	0.00%	0.65%	0.00%	2.19%	1.31%	1.40%	1.52%	0.62%	0.02%	0.00%
Foreclosure % Curr Bal	2.05%	0.68%	0.94%	0.00%	2.66%	3.51%	3.50%	2.05%	0.37%	0.00%	0.00%
REO % Curr Bal	0.63%	0.00%	0.08%	0.00%	0.98%	0.15%	1.51%	1.00%	0.00%	0.00%	0.00%
90+ & FC & REO Delq % Curr Bal	3.95%	0.68%	1.67%	0.00%	5.83%	4.97%	6.41%	4.56%	1.00%	0.02%	0.00%
CPR-Life	27.42%	26.90%	20.51%	12.42%	29.63%	22.80%	23.96%	29.74%	26.24%	12.81%	0.00%
Payment Velocity 30-Day	95.37%	93.98%	96.55%	98.70%	97.51%	93.84%	86.33%	90.19%	93.38%	102.46%	0.00%
Payment Velocity 90-Day	94.83%	98.17%	97.35%	99.14%	95.86%	93.94%	88.70%	91.23%	94.52%	0.00%	0.00%

As of April 30, 2007

# RASC and RAMP Collateral Profile

Series Name	RZ			RS			KS		
Vintage Year	2005	2006	2007	2005	2006	2007	2005	2006	2007
<b>Principal Balance</b>	\$1,315	\$2,987	\$340	\$7,035	\$4,440	\$883	\$9,061	\$7,290	\$3,008
<b>WA Gross Coupon</b>	7.5970%	8.5259%	8.6843%	7.1874%	7.7245%	7.7884%	7.4654%	8.3439%	8.5435%
<b>Principal Balance Average</b>	\$141,093	\$155,658	\$178,748	\$171,081	\$200,843	\$232,871	\$148,692	\$148,567	\$163,102
<b>WA FICO</b>	700	672	671	663	667	680	617	619	618
<b>WA LTV Pct</b>	101%	100%	100%	89%	83%	85%	82%	82%	83%
<b>WA CLTV</b>	101%	100%	100%	91%	88%	40%	85%	87%	19%
<hr/>									
<b>California %</b>	3.19%	3.28%	8.47%	13.37%	16.01%	16.28%	13.70%	12.25%	15.04%
<b>% with Borrower Paid MI</b>	2.02%	2.15%	0.46%	9.15%	7.18%	6.59%	-	-	-
<b>DTI %</b>	38.27%	39.95%	40.52%	34.44%	29.00%	30.21%	39.83%	41.09%	40.30%
<b>% with silent seconds</b>	-	-	-	15.42%	28.93%	41.93%	21.00%	26.90%	19.50%
<b>% ARM</b>	76.58%	76.91%	70.65%	77.67%	62.00%	38.62%	84.10%	79.05%	73.27%
<b>% with prepay penalty</b>	61.28%	75.01%	77.79%	58.19%	58.05%	35.42%	68.63%	72.37%	70.59%
<hr/>									
<b>Reduced Documentation %</b>	18.03%	29.22%	35.25%	47.18%	67.38%	68.11%	34.10%	38.06%	42.83%
<b>RD WA FICO</b>	713	688	702	673	677	683	636	639	635
<b>RD WA LTV</b>	99.82%	99.49%	98.74%	84.21%	80.35%	81.53%	80.76%	81.33%	82.73%
<hr/>									
<b>IO %</b>	4.12%	15.89%	20.62%	29.54%	49.37%	49.10%	13.83%	14.16%	12.76%
<b>IO WA FICO</b>	686	680	711	681	686	683	646	647	647
<b>IO WA LTV</b>	99.87%	99.25%	98.27%	82.93%	80.65%	81.26%	82.97%	81.97%	82.09%
<b>IO Reduced Doc%</b>	37.67%	57.08%	63.43%	62.88%	81.79%	81.35%	37.20%	37.38%	44.38%
<hr/>									
<b>Non-Owner Occupied %</b>	21.93%	13.08%	13.69%	18.03%	22.68%	20.12%	4.96%	2.93%	4.40%
<b>NOO WA FICO</b>	739	738	734	710	702	713	645	645	640
<b>NOO WA LTV</b>	99.46%	99.03%	96.88%	87.27%	82.48%	85.13%	79.55%	77.19%	79.60%
<b>% 40 Year Term</b>	-	10.23%	23.55%	-	4.05%	7.49%	-	7.84%	19.05%
<b>% 2nd liens</b>	-	-	-	-	-	-	-	3.40%	4.11%

As of April 30, 2007

# Single Seller Collateral Profile

Shelf Series	RASC		
Vintage Year	2005	2006	2007
<b>Principal Balance</b>	\$ 3,056.97	\$ 5,750.00	\$ 749
<b>WA Gross Coupon</b>	7.180%	8.470%	8.6534%
<b>Principal Balance Average</b>	\$ 153,109	\$ 160,105	\$184,900
<b>WA FICO</b>	626	621	616
<b>WA LTV Pct</b>	84.20%	83.90%	84%
<b>WA CLTV</b>	87.00%	91.00%	89%
<b>California %</b>	6.23%	5.58%	7.67%
<b>% with Borrower Paid MI</b>	-	-	0.00%
<b>DTI %</b>	39.41%	41.23%	40.67%
<b>% with silent seconds*</b>	24.00%	36.00%	27.91%
<b>% ARM</b>	78.80%	79.55%	75.68%
<b>% with prepay penalty</b>	64.85%	64.02%	67.56%
<b>Reduced Documentation %</b>	16.95%	37.17%	33.14%
<b>RD WA FICO</b>	656	638	629
<b>RD WA LTV</b>	82.40%	84.83%	84.14%
<b>IO %</b>	24.77%	13.86%	6.91%
<b>IO WA FICO</b>	649	643	640
<b>IO WA LTV</b>	81.69%	81.56%	81.87%
<b>IO Reduced Doc%</b>	26.09%	42.76%	24.43%
<b>Non-Owner Occupied %</b>	3.02%	2.27%	4.69%
<b>NOO WA FICO</b>	666	635	623
<b>NOO WA LTV</b>	83.30%	82.22%	83.07%
<b>% 40 Year Term</b>	0.12%	33.33%	50.97%
<b>% 2nd liens</b>	-	11.14%	7.61%

RAMP		EFC	
NC	2005	2006	2005
\$ 900.00	\$ 1,830.00	\$ 5,438.95	\$ 1,010.00
7.608%	7.961%	6.986%	7.938%
\$195,101	\$ 193,222	\$ 168,477	\$ 159,558
624	625	632	629
80.50%	80.65%	84.71%	83.29%
81.00%	86.00%	87.00%	91.00%
33.03%	35.09%	13.75%	13.71%
-	-	-	-
41.43%	41.72%	41.77%	41.09%
27.00%	29.62%	30.00%	28.31%
78.51%	78.17%	86.99%	78.80%
70.92%	73.61%	75.16%	69.31%
39.46%	42.49%	24.83%	31.02%
647	641	653	650
80.93%	80.94%	81.31%	82.64%
26.76%	19.45%	26.25%	18.89%
651	649	655	652
82.03%	81.29%	85.18%	82.85%
50.60%	43.33%	17.82%	22.89%
7.55%	7.44%	2.13%	3.60%
659	648	656	654
83.34%	83.83%	81.64%	80.75%
5.92%	21.54%	-	12.19%
-	2.61%	-	3.98%

As of April 30, 2007

# RFMSII HS and HSA Collateral Profile

Series Name	HS HELOC		HSA HELOC			HS CES		HSA CES	
Vintage Year	2004	2005	2005	2006	2007	2004	2005	2005	2006
Principal Balance (\$mm)	\$720	\$525	\$101	\$1,044	\$547	\$635.00	\$900.00	\$178.53	\$763.77
WA Gross Coupon	3.7900%	6.7375%	7.6860%	8.2235%	9.1707%	7.680%	8.143%	9.204%	8.800%
Principal Balance Average	\$39,816	\$48,280	\$56,190	\$51,935	\$57,652	\$40,116	\$44,176	\$48,886	\$47,861
WA FICO	719	720	718	711	701	717	723	718	717
WA CLTV Pct	90%	91%	90%	89%	87%	91.82%	92.75%	93.25%	93.15%
California %	21.03%	28.34%	47.48%	37.02%	37.04%	18.25%	11.80%	24.32%	19.50%
% with Borrower Paid MI	-	-	-	-	0.00%	-	-	-	-
DTI %	38.07%	39.15%	38.06%	37.35%	36.18%	37.58%	38.36%	35.45%	37.38%
% with silent seconds	-	-	-	-	0.00%	-	-	-	-
% ARM	100.00%	100.00%	100.00%	100.00%	100.00%	-	-	-	-
% with prepay penalty	0.10%	-	-	0.02%	0.00%	30.78%	11.79%	12.12%	10.32%
Reduced Documentation %	9.80%	32.52%	100.00%	60.60%	69.28%	4.38%	14.27%	84.88%	35.15%
RD WA FICO	723	722	718	711	701	719	722	715	715
RD WA CLTV	-	-	-	87.83%	86.45%	-	-	-	93.25%
IO %	-	28.40%	45.74%	56.01%	61.06%	-	8.47%	10.93%	12.23%
IO WA FICO	-	721	725	712	706	-	730	716	717
IO WA CLTV	-	91.73%	92.84%	89.87%	88.50%	-	93.56%	95.24%	94.03%
IO_REDUCED_DOC%	-	35.40%	100.00%	69.89%	74.30%	-	7.46%	94.79%	43.71%
Non-Owner Occupied %	1.43%	2.37%	0.09%	4.22%	3.56%	0.35%	2.19%	5.89%	4.55%
NOO_WA_FICO	737	735	661	729	729	720	731	719	725
NOO_WA_LTV	88.28%	87.41%	90.00%	90.00%	91.31%	88.22%	91.12%	90.63%	91.30%

As of April 30, 2007

# RFMSII HI Series Collateral Profile

Series Name Vintage Year	HI CLTV		
	2005	2006	2007
Principal Balance	\$705	\$1,204	\$258
WA Gross Coupon	11.6790%	12.2534%	12.5783%
Principal Balance Average	\$43,054	\$48,401	\$49,803
WA FICO	700	699	702
WA CLTV Pct	118%	116%	117%
California %	0.79%	2.01%	2.05%
% with Borrower Paid MI	-	-	0.00%
DTI %	38.95%	40.23%	40.61%
% with silent seconds	-	-	0.00%
% ARM	-	-	0.00%
% with prepay penalty	36.67%	42.29%	37.74%
Reduced Documentation %	0.16%	2.36%	1.13%
RD WA FICO	717	706	709
RD WA CLTV	-	92.60%	109.79%
IO %	0.00%	0.76%	0.95%
IO WA FICO	-	711	702
IO WA CLTV	-	94.21%	95.45%
IO_REDUCED_DOC%	-	54.50%	12.35%
Non-Owner Occupied %	-	0.25%	0.53%
NOO_WA_FICO	-	711	687
NOO_WA_LTV	-	85.30%	90.68%

As of April 30, 2007